

THOMAS J. DONOVAN, JR.
ATTORNEY GENERAL

JOSHUA R. DIAMOND
DEPUTY ATTORNEY GENERAL

WILLIAM E. GRIFFIN
CHIEF ASST. ATTORNEY
GENERAL



TEL: (802) 828-3171
FAX: (802) 828-3187

<http://www.ago.vermont.gov>

STATE OF VERMONT
OFFICE OF THE ATTORNEY GENERAL
109 STATE STREET
MONTPELIER, VT
05609-1001

September 4, 2018

Ms. Adrien Helm
Greater Barton Arts



Re: Public Records Request

Dear Ms. Helm:

I write in response to your public records act requests dated August 20th and 21st, 2018, received by our office on those same days, respectively, in which you requested:

1. Any notes or memoranda concerning any meeting(s) between my Office and Ms. Brenda Lowther regarding financial records of the former Barton Senior Center; and
2. Any reports or memoranda or other written communications I sent or received concerning the former Barton Senior Center's transfer of assets to Greater Barton Arts.

Attached please find documents responsive to items 1 and 2 above.

Please be advised that we have withheld records that are exempt from disclosure in light of laws governing privilege (1 V.S.A. § 317(c)(4)). We have also redacted personal identifiers (e.g. private email addresses) from the documents herein produced (1 V.S.A. § 317(c)(7)).

To the extent you feel information has been withheld in error, you may appeal to the Deputy Attorney General, Joshua Diamond. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Jamie Renner".

Jamie Renner
Assistant Attorney General

CAP Complaint Intake Form

Title: Mambourg, Lallie (Brenda) CAP

Matter #: [Dropdown]
Complaint/Intake#: WB17-01177
Intake Category: Complaint
Processing: [Dropdown]
Division: CAP
Received Date: 11/08/2017
Incident Date: [Dropdown]

Description:
 I'm making this report as the Nutrition Director for the NEK Council on Aging. The Council notified Ms. Lowther & Board of Directors of the Barton Senior Center(BSC) by letter that we did not intend to renew our contract w/them to provide

Intake Method: Website
Category: Complaint Intake
Contact Method: Website
 Compliance Letter?

Follow-up: [Dropdown]

Complaint By: [Dropdown] **Complaint Against:** [Dropdown]

Or:

<p>First / Company Name: Lallie Last Name: Mambourg Address: 481 Summer St - Suite 101 City: St. Johnsbury State: VT Zip: 05819 E-Mail: mambourg@nekcouncil.org Phone No 1: (802) 473-4046 Type: Business Phone No 2: (802) 748-5182 Type: Business Company: [Dropdown]</p>	<p>First / Company Name: Brenda Last Name: Lowther Address: [Redacted] City: [Redacted] State: VT Zip: [Redacted] E-Mail: [Redacted] Phone No 1: [Redacted] Type: [Redacted] Phone No 2: [Redacted] Type: [Redacted] Company: [Dropdown]</p>
--	---

Description:

I'm making this report as the Nutrition Director for the NEK Council on Aging. The Council notified Ms. Lowther & Board of Directors of the Barton Senior Center(BSC) by letter that we did not intend to renew our contract w/them to provide meals to seniors in the greater Barton community; the then current contract would expire effective at midnight on 9/30/2017. Ms. Lowther rapidly dissolved the BSC w/the VT Secretary of State: client #000207163. In the article, listed under "Principals Info" Ms. Lowther used a person who has been deceased since 10/29/2015, Leona Alger, and another Patricia Tompkins who resigned from said Bd. of Directors in Oct. of 2015. Is this dissolution legitimate if those 2 persons were not actually board members at the time of dissolution? Our greater concern is that Ms. Lowther sent a check for \$20,000 to the Dept. of Aging & Independent Living stating it was for a grant she had not used. However, DAIL researched their funding and discovered that the grant Ms. Lowther referred to had been used and closed out years ago. DAIL then destroyed the check and as far as we know, didn't send Ms. Lowther any correspondence regarding the check destruction. The Council believes that according to the dissolution of any 501c3, any assets are to be given/turned over to another 501c3 and in this instance we believe we should be the retainer of such monies until a new center is established for seniors in the greater Barton community. And in fact, another group has come together and just received their 501c3 accreditation under the name Barton Area Senior Services, Inc. However, now that they've completed many of the necessary steps to re-open a much needed center in the town of Barton, they cannot due to lack of funding. The Council has reached out to Ms. Lowther, via a letter dated Oct. 30, mailed certified/return receipt for which she did receive and sign, asking her to please make her intentions for the \$20,000 known. As of this writing we still have not heard from Ms. Lowther. On behalf of seniors in the greater Barton community can you PLEASE give us some guidance in how to pursue this money that clearly does not belong to Ms. Lowther?

Renner, Jamie

From: Renner, Jamie
Sent: Thursday, November 16, 2017 10:05 AM
To: [REDACTED]
Subject: Barton Senior Center

Ms. Lowther,

I received your email address from the NEK Council on Aging. I'm an Assistant Attorney General in the VT Attorney General's Office. Part of my responsibilities include oversight of VT nonprofit organizations. I understand that the Barton Senior Center has dissolved, and that you had some role in managing the dissolution. I'm interested in speaking with you to help ensure that the Center's dissolution complies with VT law, including that its assets are properly distributed.

If you could call me at your convenience, and prior to any further asset distribution, I'd much appreciate it.

With kind regards,
Jamie

Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
Montpelier VT 05609-1001
802-828-5947 (direct)

Renner, Jamie

From: Renner, Jamie
Sent: Thursday, November 16, 2017 10:05 AM
To: [REDACTED]
Subject: Barton Senior Center

Ms. Lowther,

I received your email address from the NEK Council on Aging. I'm an Assistant Attorney General in the VT Attorney General's Office. Part of my responsibilities include oversight of VT nonprofit organizations. I understand that the Barton Senior Center has dissolved, and that you had some role in managing the dissolution. I'm interested in speaking with you to help ensure that the Center's dissolution complies with VT law, including that its assets are properly distributed.

If you could call me at your convenience, and prior to any further asset distribution, I'd much appreciate it.

With kind regards,
Jamie

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Renner, Jamie

From: Steve Mengel [REDACTED]
Sent: Thursday, November 16, 2017 12:03 PM
To: Renner, Jamie
Subject: Re: FW: Barton Senior Center

Hi Jamie,

I did forward your email to the email addresses I have on file: [REDACTED] and [REDACTED]. I really don't contact her in any other way except at church on Sunday mornings!

I would be available to speak by phone until 2 PM and then 3 to 5:30 PM. Tomorrow, anytime after 10:30 AM.

Regards,

Steve Mengel

S&D Accounting Services, LLC
189 East Main Street
Suite D
Newport, VT 05855

(802) 624-4148
[REDACTED] - Cell

On Thu, 16 Nov 2017 16:41:15 +0000, "Renner, Jamie" wrote:

Mr. Mengel,

I have come to understand that this email address is yours, not that of Brenda Lowther. I apologize for the confusion. I would still be interested to speak with you regarding the Barton Senior Center. Please let me know when a good time to talk is. Also, do you happen to have Ms. Lowther's contact information?

Regards,

Jamie

From: Renner, Jamie
Sent: Thursday, November 16, 2017 10:05 AM
To: [REDACTED]
Subject: Barton Senior Center

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Senior Center has dissolved, and that you had some role in managing the dissolution. I'm interested in speaking with you to help ensure that the Center's dissolution complies with VT law, including that its assets are properly distributed. If you could call me at your convenience, and prior to any further asset distribution, I'd much appreciate it.

With kind regards,

Jamie

Jamie Renner

Assistant Attorney General

Office of the Vermont Attorney General

109 State Street

Montpelier VT 05609-1001

802-828-5947 (direct)

Renner, Jamie

From: Renner, Jamie
Sent: Thursday, November 16, 2017 11:41 AM
To: [REDACTED]
Subject: FW: Barton Senior Center

Mr. Mengel,

I have come to understand that this email address is yours, not that of Brenda Lowther. I apologize for the confusion. I would still be interested to speak with you regarding the Barton Senior Center. Please let me know when a good time to talk is. Also, do you happen to have Ms. Lowther's contact information?

Regards,
Jamie

From: Renner, Jamie
Sent: Thursday, November 16, 2017 10:05 AM
To: [REDACTED]
Subject: Barton Senior Center

Ms. Lowther,

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With kind regards,
Jamie

Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
Montpelier VT 05609-1001
802-828-5947 (direct)

Renner, Jamie

From: Renner, Jamie
Sent: Monday, November 20, 2017 12:13 PM
To: 'billmay@together.net'
Subject: RE: Barton Senior Center

Mr. May,

I'm writing just to follow up on the email below and my telephone call of Friday, November 17. Are you available to speak later today? In the meantime, could you clarify whether you represent the former Barton Senior Center or certain of its former board members / staff?

Regards,
Jamie

From: Renner, Jamie
Sent: Thursday, November 16, 2017 12:10 PM
To: 'billmay@together.net' <billmay@together.net>
Subject: Barton Senior Center

Mr. May,

I'm an Assistant Attorney General in the Consumer Protection Division of the Vermont Attorney General's Office. Part of my responsibilities include oversight of VT nonprofit organizations. I'm aware that the Barton Senior Center recently dissolved, and that you may represent the Center or representatives of the Center (Ms. Brenda Lowther). If this is accurate, do you have time today or this week to speak regarding the Center's dissolution? I'm particularly concerned to ensure that the Center complies with 11B V.S.A. 12.02(g) (providing the Attorney General 20 days' notice prior to distributing assets) and 11B V.S.A. 14.05 (distributing remaining assets appropriately).

With kind regards,
Jamie

Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
Montpelier VT 05609-1001
802-828-5947 (direct)

Renner, Jamie

From: Meg Burmeister <MBurmeister@nekcouncil.org>
Sent: Friday, November 17, 2017 11:08 AM
To: Renner, Jamie
Subject: RE: Follow up - Barton Senior Ctr

Hi Jamie,
Just left you a message.
Meg

Meg Burmeister
Executive Director
Northeast Kingdom Council on Aging
481 Summer Street | Suite 101 | St. Johnsbury, VT 05819
Ph: 802-473-4999 Fax: 802-473-4998 www.NEKCouncil.org



Find our daily events here:  Like us before you need us!
Looking for a way to give? Here are 3 easy options:
NEK CoA is listed with [AmazonSmile!](#)
For recurring donations, there's a PayPal link at www.NEKCouncil.org/DONATE
Any time you search the Internet at www.goodsearch.com or
Shop at <https://www.goodsearch.com/goodshop> via we receive a donation.



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From: Renner, Jamie [mailto:Jamie.Renner@vermont.gov]
Sent: Thursday, November 16, 2017 12:45 PM
To: Meg Burmeister <MBurmeister@nekcouncil.org>
Subject: Follow up - Barton Senior Ctr

Meg,
I have a couple follow up questions re Barton Senior Center. Could you call me at your soonest convenience?
Thanks,
Jamie

Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
Montpelier VT 05609-1001
802-828-5947 (direct)

Renner, Jamie

From: Brenda Lowther [REDACTED]
Sent: Friday, November 17, 2017 1:35 PM
To: Renner, Jamie
Subject: Senior center

I have forwarded your note to Attorney Bill May. His email is billmay@together.net. I have given him everything on the dissolution and the board president and I visited him from the very beginning. Any further questions, please email me. Your email went to our accountant. Thank you, Brenda Lowther

Renner, Jamie

From: Renner, Jamie
Sent: Monday, November 20, 2017 4:32 PM
To: 'billmay@together.net'
Subject: Barton Senior Center
Attachments: 11-20-17 Letter re Barton Senior Center.pdf

Mr. May:

Please see the attached letter regarding the Barton Senior Center.

Regards,
Jamie

Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
Montpelier VT 05609-1001
802-828-5947 (direct)

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STATE OF VERMONT
OFFICE OF THE ATTORNEY GENERAL
109 STATE STREET
MONTPELIER, VT
05609-1001

November 20, 2017

William R. May, Esq.
P.O. Box 303
Barton, VT 05822

Re: Barton Senior Center

Dear Mr. May:

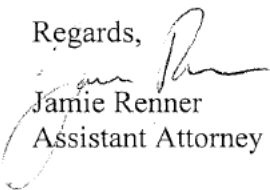
In light of the dissolution of the Barton Senior Center, I write to make you aware of certain obligations of Vermont charitable nonprofit organizations, and to ask that you contact me regarding them. If you do not represent the former senior center, please advise me of the same by Wednesday, November 22, 2017, so that I can take alternative steps to reach its board members with this timely and important information.

It is my understanding that the Barton Senior Center was a charitable nonprofit organization recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code. As such, it qualified as a public benefit corporation under Vermont's Nonprofit Corporations Act. See 11B V.S.A. § 17.05(2). As you may already be aware, in Vermont, public benefit corporations are required to provide the Attorney General's Office with twenty-days' notice prior to distributing their assets upon dissolution. See 11B V.S.A. § 12.02(g). The purpose of this notice provision is to provide the Attorney General's Office with the opportunity to review these organizations' distribution plans to ensure that they are consistent with the organizations' articles of incorporation and state laws. See 11B V.S.A. §§ 2.02(a)(6); 2.06; 14.01(c); 14.05.

Accordingly, assuming that the Barton Senior Center was, in fact, a public benefit corporation, please be certain to cease any distributions of its assets. At this time, the former senior center's board of directors should be marshalling the organization's assets, developing a distribution plan consistent with its articles of incorporation and state law, and providing this plan to the Attorney General's Office for review.

Please contact me to discuss this matter at your soonest convenience. I would be happy to answer any questions you might have at that time.

Regards,


Jamie Renner
Assistant Attorney General

Renner, Jamie

From: Bill May <billmay@together.net>
Sent: Wednesday, November 22, 2017 8:37 AM
To: Renner, Jamie
Subject: Re: Barton Senior Center
Attachments: Barton Senior Center, Inc - Articles of Incorporation.pdf

Mr. Renner,

Attached for your review please find a copy of the Articles of Incorporation.

Kathy for Bill May

On 11/21/2017 12:22 PM, Bill May wrote:

Mr. Renner,

Bill May has left the office for the day. He will have to following up with you in the morning about the Articles of Incorporation.

Kathy for Bill May

On 11/21/2017 11:38 AM, Renner, Jamie wrote:

Bill,

Thanks for the email. Tomorrow at 11 works for me. I'll call you then.

In the meantime, it would be helpful if I could review the Barton Senior Center's Articles of Incorporation. Would it be possible for you to email me a copy?

-Jamie

From: Bill May [<mailto:billmay@together.net>]
Sent: Tuesday, November 21, 2017 10:48 AM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Subject: Re: Barton Senior Center

Good morning Mr. Renner,

Would you be available tomorrow morning at 11:00 am for a telephone call to discuss this matter?

Please advise,

Bill May

On 11/20/2017 4:34 PM, Renner, Jamie wrote:

Mr. May:

Please see the attached letter regarding the Barton Senior Center.

Regards,
Jamie

Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
Montpelier VT 05609-1001
802-828-5947 (direct)

--
William R. May, Esq.
May & Davies
424 Main St.
PO Box 303
Barton, VT 05822
Phone: (802) 525-3766
Fax: (802) 525-3647

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--
William R. May, Esq.
May & Davies
424 Main St.
PO Box 303
Barton, VT 05822
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STATE OF VERMONT

OFFICE OF SECRETARY OF STATE

Vermont Non-Profit Corporation Act (T.11B,Ch.14)

The Office of Secretary of State hereby grants a

Certificate of Incorporation

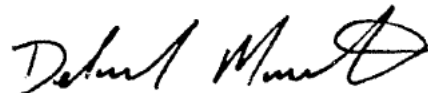
to

BARTON SENIOR CENTER, INC.

a Vermont domestic non-profit corporation.

February 24, 2006

*Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital*



*e
Deborah L. Markowitz
Secretary of State*



Articles of Incorporation Form
Nonprofits and Cooperatives

Vermont Secretary of State, 81 River Street, Montpelier, VT 05609-1104 802-828-2386

CORPORATION NAME :

Barton Senior Center, Inc.

(2nd choice)

Corporation type (check only one): Public Benefit Mutual Benefit
Housing Cooperative Marketing Co-op (Ch 7) Worker Co-op (Ch 8)
Consumer Co-op (Ch 7) Railroad Co-op (Ch 7)

Cooperatives must include additional information, including the word "cooperative." Refer to the appropriate statute.

Registered agent's name

Cathy Reinstein

Registered agent's address in Vermont: (street, city and zip)

132 Spiller Road, Barton, VT 05822

Principal office address: (street, city, state and zip code)

Susan Guilmette, President,

P.O. Box 519, Village Square, Barton, VT 05822

Number of required directors: Public or Mutual benefit corporations (at least 3)
Marketing co-op (at least 5) Worker, Housing, Consumer or Railroad co-op (at least 3)

DIRECTOR'S NAMES AND ADDRESSES :

- 1. Susan Guilmette 1799 E. Albany Road, Barton, VT 05822
2. Milton Borrell c/o Chambers Apartments, Inc., Main Street, Barton, VT 05822
3. Ron Gagnon 85 Lakefront Lane, Barton, VT 05822
4. Cathy Reinstein 132 Spiller Road, Barton, VT 05822
5. Peter Close 3437 Maple Hill Road, Orleans, VT 05820

MEMBER'S NAMES AND ADDRESSES:

- 1.
2.
3.

Officers: Unless otherwise stated in the articles a non-profit shall have a president, a secretary, a treasurer, and other officers as appointed by the directors. The same individual may hold all offices except the office of pres & sec.

IRS will likely require you to include, in these articles, certain provisions to obtain 501(c)(3) tax exemption. To include these provisions check each box that you want included or attach a separate addendum page. For more information contact IRS.

PURPOSE: See Attached Addendum

(A corporation is considered to be doing any lawful purpose without being limited to one or more of the following: charitable, benevolent; educational; civic; patriotic; political; religious; social; fraternal; literary; cultural; athletic; scientific; agricultural; horticultural; animal husbandry; professional; commercial; industrial or trade assn.)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, directors or other private persons, except to pay reasonable compensation for services rendered.

Attachment to Articles of Incorporation of
Barton Senior Center, Inc.

PURPOSES

Promoting the interests of all senior citizens by acting as a liaison between the elderly and all agencies engaged in programs to promote the health and welfare of the elderly, by providing social and cultural activities on a regular basis and by providing a hot meals program both in a social setting and by delivery of meals to shut-ins.

GENERAL PROVISIONS

No part of the net receipts of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered by employees or contractors and to make payments and distributions in furtherance of and for the purposes set forth above.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on either

(a) By a corporation exempt from federal income tax under Section 501(C)(3) or (4) of the Internal Revenue Code of 1954 as amended, nor those prohibited in corresponding provisions of any future United States Internal Revenue Law, or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as amended, nor the corresponding provision of any future United States Internal Revenue Law.

The corporation shall have the power to do all things granted by Title 11B of the Vermont Statutes Annotated. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation, and in a manner as to be consistent with them or to such organization, or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall, at the time, qualify as an exempt organization or organizations

under 501(c)(3) of the Internal Revenue Code of 1954 as amended, or the corresponding provisions of any future United States Internal Revenue Law, as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The corporation shall not discriminate in any way or manner on the basis of age, sex,, race, color, creed, disability, national origins, or sexual orientation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the publishing or distribution of statements for any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax of the IRS code.

Dissolution: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the IRS code, or corresponding future code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the corporation is located exclusively for such purposes or to such organization(s) as said Court shall determine.

State specific dissolution provisions here, if applicable: _____

(*) Optional information

*Anticipated paid staff after (one) 1 Year:

*Anticipated budget after (one) 1 Year:

*Anticipated volunteer staff after (one) 1 Year:

* Do you plan to apply for tax-exempt status with the IRS? Yes No

You can delay the effective date up to 90 days, otherwise it is effective the date it is approved, _____

Incorporators Printed Name & Signature: RS

Roger Shaller

Incorporators postal address ROGER SHALLER (RS)

673 Willoughby Road, Barton, VT 05822

Nonprofit corporations are required to file a biennial report the year following incorporation, then every 2 years thereafter, between Jan 1 & Apr 1.

Fees: Non-profit public or mutual benefit corporation (\$75.00) Worker Co-op (\$75.00)
Housing Co-op (\$75.00) Marketing Co-op (\$20.00); Consumer Co-op (\$75.00); Railroad Co-op (\$75.00)

Email address or phone number where you can be reached.

c/o May & Davies 802/525-3766

RECEIVED
2006 FEB 24 11:19 AM '06

Renner, Jamie

From: Bill May <billmay@together.net>
Sent: Wednesday, November 22, 2017 11:57 AM
To: Renner, Jamie
Subject: Re: Barton Senior Center
Attachments: Barton Senior Center - Correspondence.pdf

Jamie,

Per our telephone conversation, attached please find a copy of the correspondence I have with reference to the Barton Senior Center.

Please feel to contact Brenda Lowther directly.

Sincerely,

Bill

On 11/22/2017 8:37 AM, Bill May wrote:

Mr. Renner,

Attached for your review please find a copy of the Articles of Incorporation.

Kathy for Bill May

On 11/21/2017 12:22 PM, Bill May wrote:

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-Jamie

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Sent: Tuesday, November 21, 2017 10:48 AM

To: Renner, Jamie <Jamie.Renner@vermont.gov>

Subject: Re: Barton Senior Center

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Bill May

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Mr. May:

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Regards,
Jamie

Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
Montpelier VT 05609-1001
802-828-5947 (direct)

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May & Davies
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--
William R. May, Esq.
May & Davies
424 Main St.
PO Box 303
Barton, VT 05822
Phone: (802)525-3766
Fax: (802)525-3647

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--
William R. May, Esq.
May & Davies
424 Main St.
PO Box 303
Barton, VT 05822
Phone: (802)525-3766
Fax: (802)525-3647

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Barton Senior Center, Inc.

P. O. Box 519

Barton, Vt 05822 802-525-4400

September 21, 2017

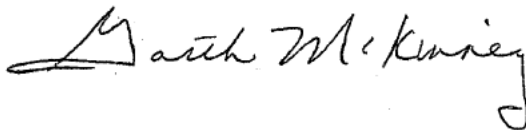
To Whom It May Concern:

The Board of Directors of the Barton Senior Center, Inc., a 501c3 Vermont domestic non-profit corporation, established on February 24, 2006, is using this letter as our combined resignation as we seek dissolution of the Barton Senior Center, Inc. This action is effective on September 30, 2017.

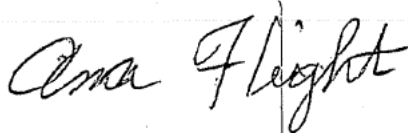
For further information, please contact the Village of Barton, Barton Memorial Building, Barton, Vt. 05822.

So signed:

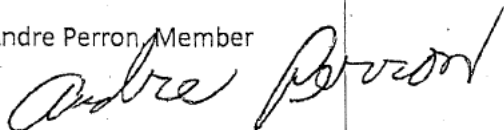
Garth McKinney, President



Ann Flight, Vice President



Andre Perron, Member



Marielle Arel

Marielle Arel, Member

Maurice LaClair

Maurice LaClair, Member

BY-LAWS BARTON SENIOR CENTER, INC.

Article I. General Provisions

Section 1.1 **Name and Purpose.** The name of this corporation shall be Barton Senior Center, Inc. The corporation is organized exclusively for the purposes set forth in the Articles of Association.

Section 1.2 **Location.** The *Senior Center* shall be located at Barton Memorial Building, Main Street, Barton, Vermont.

Article II. Objectives

The objectives of the *Senior Center* shall be:

Section 2.1 To promote the interests of all Senior Citizens without regard to race, creed, or religion.

Section 2.2 To act as liaisons between the elderly and all Agencies engaged in programs designed to promote Health, Welfare and the enrichment of Life for the Aging.

Section 2.3 To provide social and cultural activities on a regular basis.

Section 2.4 To provide a hot Meals program in a social setting and deliver hot prepared meals to shut-ins.

Article III. Board of Directors

Section 3.1 **General Powers.** All corporate powers and responsibilities shall be vested in the Board of Directors as provided by law, the Articles of Association or these by-laws. The Board of Directors shall have authority to take the following actions based on a majority vote of the Directors present and voting at a meeting duly warned and attended:

- a) The approval of policies consistent with the mission;
- b) The adoption and approval of monthly and annual operating budgets;
- c) The organization and delegation of major fund raising events.

Section 3.2 **Number and Election.** The general management of the affairs of the *Senior Center* shall be vested in a Board of Directors of not less than five (5) and not more than ten (10). The Directors shall be elected by the Board for a term of three (3) years each. A director shall be eligible for one additional term (for a total of (6) six years. A person shall be eligible for re-election to the Board after a one year interim.

Section 3.3 **Composition.** At least fifty (50%) of the Directors shall be age sixty (60) or older.

Section 3.4 **Vacancies.** The Board shall have the power to fill vacancies of Officers and Directors.

Section 3.5 **Annual, Regular and Special Meetings.** The annual meeting of this corporation for the purpose of electing Officers and Directors and transacting any other business that may come before the meeting, shall be the second Wednesday of MARCH. The Board shall meet in regular session at least six (6) times per year on the second

Wednesday of the month at Barton Mealsite. Special Board meetings shall be held on call of the president or any of the Directors.

Section 3.6 **Quorum.** A majority of the Directors then in office shall constitute a quorum, and when a quorum exists, action may be taken by a majority of those present.

Section 3.7 **Suspension or Removal.** A Director may be suspended or removed for cause by vote of two thirds (2/3) majority of Directors present and voting at a special meeting called for that purpose. The Director subject to removal shall be given at least ten (10) days advance written notice of the proposed removal and the reasons therefore. The Director shall be given an opportunity to reply in writing prior to a discussion on the proposed removal and an opportunity to be heard at the meeting. Notice of the proposed removal shall be given in the notice of the meeting.

Section 3.8 **Resignation.** A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board or such officer. The acceptance of the resignation shall not be necessary to make it effective.

Article IV. Officers

Section 4.1 **Term for Officers.** The officers of the Board shall consist of a President, Vice President, Treasurer, Secretary and such other officers as the Board of Directors may from time to time appoint. The President, Vice President, Treasurer, and Secretary may hold that position from 1-4 years. The officers may be part of the Board however is not required. The officers are not allowed to vote if they are not Directors. (Example Director completing his/her 6 years in term could hold an office)..

Section 4.2 **Powers and Duties.** The officers shall have the powers and perform the duties customarily belonging to their respective offices, including as follows:

a) The President shall generally direct the affairs of the corporation and see that all resolutions and orders of the Board are carried out. The President shall preside at all meetings of the Board. With the consent of the Board, the President shall appoint such committees and task forces as the Board may authorize.

b) In the absence of the President, the Vice President shall be given the powers and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

c) The Secretary or duly designated representative shall keep a record of the proceedings of the corporation and the Board of Directors; submit minutes of the preceding meeting of the Board for review and approval.

d) The Treasurer or a duly designated representative shall have charge and custody of all funds of the corporation and shall submit a financial report to the Board of Directors at its regular meetings. The Treasurer shall be responsible for the preparation of the annual budget.

Article V. Compensation

Section 5.1 **Directors.** No Director shall receive compensation for serving as such.

Article VI. Committees

Section 6.1 **Committees.** The Board of Directors may delegate such of its powers as it considers advisable to such committees as the Board of Directors or these by-laws may from time to time establish.

Section 6.2 **Other Committees or Task Forces.** Other committees or task forces may be authorized by the Board as necessary. These committees shall be temporary, and be dissolved when their assigned duties are

completed. Such groups shall be formed to study specific matters, situations, problems, occurrences and to make appropriate recommendations to the Board of Directors.

Section 6.3 **Meetings.** Meetings of any committee or task force shall be called by the Chair of such committee.

Section 6.4 **Board Review and Approval.** The recommendations and actions of all committees or task forces shall be subject to approval by the Board of Directors.

Article VII. Meal Site Manager/Coordinator

Section 7.1 **Appointment.** The Board of Directors shall appoint a *Senior Center Manager* who shall be its direct representative in the management of the corporation. The Board of Directors shall set the compensation, terms of management, and duties of the Senior Center Manager and the *Senior Center Manager* shall be an agent of and responsible to the Board of Directors.

Section 7.2 **Duties and Responsibility.** The *Senior Center Manager* shall be given the necessary authority to operate the corporation subject only to such policies as may be adopted and any such orders as may be issued by the Board of Directors.

Article VIII. General

Section 8.1 **Fiscal Year.** The fiscal year of the corporation shall begin on the first day of January and end on the last day of December unless otherwise determined by the Board of Directors.

Section 8.2 **Receipt and Disbursement of Funds.** *The Board of Directors* may designate such other officer or officers, who in addition to or instead of the Treasurer or the *Senior Center manager*, shall be authorized to receive all moneys due and payable to the corporation from any source, to endorse for deposit checks, drafts, notes or other negotiable instruments and to give full discharges and receipts therefore. Funds of the corporation may be deposited in such bank or banks as the Board of Directors may from time to time designate. Funds of the corporation shall be disbursed in payment for all documented expenses due and payable by signature of the Treasurer and President.

Section 8.3 **Financial Statements.** Financial transactions of the corporation, its books, and accounts shall be reviewed annually for the immediately preceding fiscal year promptly after its close. A statement shall be submitted to the Board of Directors, in writing.

Section 8.4 **Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. A copy of these records shall be kept at the principal office of the *Senior Center*.

Section 8.5 **Robert's Rules of Order.** Except as otherwise provided by law, the Articles of Association or these by-laws, the corporation, its Board of Directors and committees, shall operate under the provisions of Robert's Rules of Order.

Article IX. Liability

Section 9.1 **Personal Liability.** The Directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the corporation, may look only to the funds and property of the corporation for the payment of any such contracts or claims, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 9.2 **Insurance.** The Barton Senior Center has liability insurance through Poulos Insurance. Currently, it is due in March. (2006)

Article X. Amendments

Section 10.1 **Amendment Process.** These by-laws may be amended or repealed, in whole or in part, by a majority vote of the Board of Directors present and voting at a meeting called for such purpose, except as otherwise required by law, the Articles of Association, or these by-laws. Written notification of any proposed amendment shall be given to each Director of the corporation and the *Senior Center* manager prior to a meeting called for the purpose of voting on such proposed amendment. Any proposal to amend these by-laws shall be voted upon at a meeting subsequent to that at which the proposal was presented to the Board of Directors. There will be a committee formed by the Board of Directors to review and bring any proposed changes to the Annual meeting.

Article XI. Dissolution

Section 11.1. **Transfer of Property and Assets.** In the event of dissolution of this corporation, all property and assets shall be distributed to an organization or organizations selected by the Board, whose purposes, missions, goals, and functions are consistent with and substantially similar to those of the corporation, which has been granted exemption from Federal Income Tax under provisions of Section 501C 3 of the Internal Revenue Service Code of 1986, as amended.

Final draft accepted at 2/8/06 Board Meeting. Final vote of approval is for the Annual Meeting On March 8, 2006.

Worked with our Board Members/ Advisory Council and the following in February 2006.

Sally Briggs, NEVAAA
Ken Gordon, NEVAAA

Mr. Bill May, Attorney

Barton, Vermont 05822

Dear Mr. May,

In addition to a twenty thousand dollars savings being held in an escrow account for a 501c3 non-profit, as required, (Greater Barton Arts, Inc. Senior Arts Account), The assets listed here should be protected as well, for the above named non-profit:

Food storage freezers 4

Double door reach in cooler 1

Standard refrigerator with freezer 1

Ten burner double oven range 1

Twenty quart dough mixer with accessories 1

Bench top 2 quart mixer with accessories 1

Microwave ovens 2

Hobart commercial dish washer 1

Edlund commercial can opener 1

Bunn commercial coffee maker 1

Video equipment with speakers and projector 1

Seventeen channel sound system with speakers, microphones, and accessories 1

Office copy machine 1

Office desk 1 and file cabinets 2

Lifetime dining room tables with storage rack 10

Round lifetime tables 4

Lifetime card table 1

Lifetime dining room chairs with storage rack 32

Dining room buss carts 2

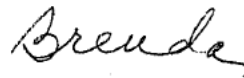
Outdoor sign with changeable letters and numbers 1

Karaoke machine with attachments 1

All real property and all improvements to the facility are excluded. A list of all improvements to the facility, paid for through fund raising and grants, is available if requested. All activities offered to our seniors through the years is also available.

Thank you,

Brenda Lowther

A handwritten signature in cursive script that reads "Brenda".

Subject: The Barton Senior Center
From: "Cathy Swain" [REDACTED]
Date: 10/25/2017 12:34 PM
To: <info@maydavies.net>, <maydavies@together.net>

***BARTON AREA SENIOR SERVICES INC.
PO BOX 133
BARTON VT 05822***

October 25, 2017

VIA EMAIL

May and Davies
Attn: Bill May
info@maydavies.net
424 Main St #C
Barton, VT 05822

Dear Mr. May:

I was told by Brenda Lowther that you are handling the legal dissolution of The Barton Senior Center corporation. As you must know, the precipitous closing of the meal site is especially troubling to Barton area seniors.

Last week a group of concerned private citizen volunteers, including myself as incorporator, formed Barton Area Senior Services Inc. (BASSI), a non-profit public benefit corporation registered with the State of Vermont, and filed with the IRS requesting exemption from Federal Income Tax under provisions of IRC Section 501(c)(3) on 10/19/2017. Our new mailing address is PO Box 133, Barton VT 05822.

BASSI is a charitable organization organized and operated exclusively for exempt purposes set forth in IRC section 501(c)(3), and none of its earnings may inure to any private shareholder or individual. It may not attempt to influence legislation as a substantial part of its activities, and it may not participate in any campaign activity for or against political candidates. BASSI's purposes, missions, goals, functions and constituents are consistent with and substantially similar to those of The Barton Senior Center. BASSI's purpose is:

- To promote and support the interests and independence of all senior citizens in the greater Barton area.
- To provide information about aging and related services for older adults, their families, and community, and to act as liaison between the elderly and agencies engaged in programs designed to promote health, welfare and the enrichment of life for the aging.
- To provide social, cultural, educational, and wellness activities on a regular basis.
- To provide a hot congregate meals program in a social setting, and may deliver hot prepared meals to shut-ins.

BASSI Directors are requesting a complete and full accounting of all assets and activities since the Center closing, with its last event hosted on September 29th. We are also requesting that the assets of The Barton Senior Center, including cash, furniture, kitchen, office, electronic and other equipment be transferred expediently to BASSI as its legitimate successor.

We expect to contract ASAP with the NEK Council on Aging and the Food Bank for critical support, and with Barton Village for access to the Barton Memorial Building Hall and commercial kitchen space, so that we can resume meal site services to area seniors in the shortest possible time.

-All BASSI volunteer directors have past history of community service and with The Barton Senior Center, some as Board members and/or officers. They represent a complementary range of skills and experience with senior meal site and non-profit organization and management. All but one are seniors, and all have a passion for serving area seniors with meals, activities, and other critical services. None will receive any financial benefit from serving this new entity. Several people have already indicated interest in key positions that we will post and recruit as soon as we have funds to hire, and many others have expressed willingness to volunteer in various roles to support the effort.

Thank you for your prompt response.

Sincerely,

Cathy Swain

Cathy Swain, President, Barton Senior Services Inc. (BASSI)
[REDACTED]

CC via email: Carolyn Greaves Esq., Gensburg, Atwell, and Greaves
Mary Ann Royer, Vice President and Director, BASSI
Catherine Reinstein, Secretary and Director, BASSI
Patricia Tompkins, Treasurer, BASSI
Dolores Chamberlain, Director, BASSI
Dara Wiseman, Director, BASSI
Richard Jesmer, Director, BASSI
Meg Burmeister, Executive Director, Northeast Kingdom Council on Aging
Lallie Mambourg, Nutrition Director, Northeast Kingdom Council on Aging

Attachments: _____

BASSI Request Transfer of Assets Bill May letter 25Oct17.pdf

1.1 MB

November 14, 2017 - WRM

Ed Helm called, C- [REDACTED] or H- [REDACTED]
re: Barton Sr. Center List of Assets - he is requesting a copy of
the list to be viewed by the Greater Barton Arts.

Address:

Ed Helm [REDACTED]
[REDACTED]

Renner, Jamie

From: Powers, Michael
Sent: Wednesday, November 22, 2017 8:57 AM
To: Renner, Jamie
Subject: RE: Barton Senior Center

Ok, thanks.

From: Renner, Jamie
Sent: Wednesday, November 22, 2017 8:50 AM
To: Powers, Michael <michael.powers@vermont.gov>
Subject: FW: Barton Senior Center

Fyi – received the articles of incorp. this morning.

From: Bill May [<mailto:billmay@together.net>]
Sent: Wednesday, November 22, 2017 8:37 AM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Subject: Re: Barton Senior Center

Mr. Renner,

Attached for your review please find a copy of the Articles of Incorporation.

Kathy for Bill May

On 11/21/2017 12:22 PM, Bill May wrote:

Mr. Renner,

Bill May has left the office for the day. He will have to following up with you in the morning about the Articles of Incorporation.

Kathy for Bill May

On 11/21/2017 11:38 AM, Renner, Jamie wrote:

Bill,
Thanks for the email. Tomorrow at 11 works for me. I'll call you then.
In the meantime, it would be helpful if I could review the Barton Senior Center's Articles of Incorporation. Would it be possible for you to email me a copy?
-Jamie

From: Bill May [<mailto:billmay@together.net>]
Sent: Tuesday, November 21, 2017 10:48 AM

To: Renner, Jamie <Jamie.Renner@vermont.gov>

Subject: Re: Barton Senior Center

Good morning Mr. Renner,

Would you be available tomorrow morning at 11:00 am for a telephone call to discuss this matter?

Please advise,

Bill May

On 11/20/2017 4:34 PM, Renner, Jamie wrote:

Mr. May:

Please see the attached letter regarding the Barton Senior Center.

Regards,
Jamie

Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
Montpelier VT 05609-1001
802-828-5947 (direct)

--
William R. May, Esq.
May & Davies
424 Main St.
PO Box 303
Barton, VT 05822
Phone: (802)525-3766
Fax: (802)525-3647

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return the original transmission to billmay@together.net

From: Curtis, Christopher
Sent: Tuesday, October 24, 2017 2:33 PM
To: Renner, Jamie
Cc: Cornell-Brown, Rowan; Matthews, Deborah; Diamond, Joshua; Silver, Natalie
Subject: Re: PRESS CALL (OR PUBLIC RECORDS REQUEST??) - Elizabeth Trail - Barton Chronicle - (802) 525-3531

I called her back and referred her to the Secretary of State's office. Thanks, everyone.

Sent from my iPhone

On Oct 24, 2017, at 2:07 PM, Renner, Jamie <Jamie.Renner@vermont.gov> wrote:

[REDACTED]

[REDACTED]

On Oct 24, 2017, at 11:30 AM, Matthews, Deborah <Deborah.Matthews@vermont.gov> wrote:

Forwarding message from Chris to the two of you
Deb Matthews
Administrative Secretary
Office of the Attorney General | GCAL
109 State Street, 3rd Floor
Montpelier, VT 05609
Phone | 802-828-3689
E-Mail | deborah.matthews@vermont.gov (please note my new email address)

From: Curtis, Christopher
Sent: Tuesday, October 24, 2017 11:16 AM
To: Matthews, Deborah <Deborah.Matthews@vermont.gov>
Subject: Re: PRESS CALL (OR PUBLIC RECORDS REQUEST??) - Elizabeth Trail - Barton Chronicle - (802) 525-3531
Rowan/Jamie,
Has anything been filed with this office?
CC

Sent from my iPhone

On Oct 24, 2017, at 11:03 AM, Matthews, Deborah <Deborah.Matthews@vermont.gov> wrote:

RE: She's looking for a copy of the Articles of Dissolution of a dissolved non-profit. The Barton Senior Center shut down and dissolved with 10 days' notice. There's a considerable amount of money in their accounts, and nobody seems to have access to it. The date of dissolution was 9-30-17. She said when you go to the Secretary of State's site where non-profits incorporate, it indicates that when a non-profit dissolves, the Articles of Dissolution are filed with the Attorney General's Office. She said since the Articles of Dissolution are **public records**, she should be able to see them.

DEADLINE: 2pm TODAY

Call rec'd 10-24-17 at 10:51am

Deb Matthews

Administrative Secretary

Office of the Attorney General | GCAL

109 State Street, 3rd Floor

Montpelier, VT 05609

Phone | 802-828-3689

E-Mail | deborah.matthews@vermont.gov (please note my new email address)

From: Curtis, Christopher
Sent: Wednesday, November 15, 2017 10:28 AM
To: Renner, Jamie
Subject: Fwd: Public records request
Attachments: CAP Barton Senior Center.zip; ATT00001.htm

FYI...

Sent from my iPhone

Begin forwarded message:

From: "Shaw, Danielle" <Danielle.Shaw@vermont.gov>
Date: November 15, 2017 at 9:18:37 AM EST
To: "Farnsworth, Karen" <karen.farnsworth@vermont.gov>
Cc: "Curtis, Christopher" <Christopher.Curtis@vermont.gov>
Subject: FW: Public records request

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

From: AGO - CAP
Sent: Wednesday, November 15, 2017 9:17 AM
To: 'Elizabeth Trail' <elizabeth@bartonchronicle.com>
Subject: RE: Public records request

Hello Elizabeth,

Attached are copies of the requested files regarding complaints filed against the Barton Senior Center.

Sincerely,

Danielle Shaw
Consumer Advisor

Vermont Attorney General's Office
Consumer Assistance Program

109 State Street
Montpelier, VT 05609-1001

Email: ago.cap@vermont.gov
Phone: 1-800-649-2424 / 802-656-3183

From: Elizabeth Trail [<mailto:elizabeth@bartonchronicle.com>]
Sent: Tuesday, November 14, 2017 11:47 AM
To: AGO - CAP <AGO.CAP@vermont.gov>
Subject: Public records request

I'm requesting public records about any complaints filed about the Barton Senior Center. Most specifically I'm interested in recent complaints filed about the BSC's articles of dissolution, which was filed electronically on September 28. The filing apparently did not contain accurate information about the current board, listing one board member who has been dead for several years. Apparently the NEK Council on Aging and possibly a board member of the Barton Senior Center's successor organization, the Barton Area Senior Services Incorporated, may have filed complaints. I need to see copies.

Thank you,
Elizabeth Trail

Elizabeth Trail, reporter.
the Chronicle
(802) 525-3531

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 Adult Signature Restricted Delivery \$0.00

0703
 22

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Postage \$0.49
 Total Postage and Fees \$6.59

10/31/2017

Sent To *Brenda Lowther*
 Street Address [Redacted]
 City, State, ZIP+4 [Redacted]

PS Form 3811, July 2015 PSN 7530-02-000-9053 See Reverse for Instructions

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Brenda Lowther
 [Redacted Address]



9590 9402 1246 5246 2641 50

2. Article Number (Transfer from service label)

7016 0750 0000 8634 3617

COMPLETE THIS SECTION ON DELIVERY

A. Signature
 Brenda Lowther Agent
 Address [Redacted]

B. Received by (Printed Name) _____ C. Date of Delivery *11-3-17*

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
- | | |
|--|---|
| <input type="checkbox"/> Adult Signature | <input type="checkbox"/> Priority Mail Express |
| <input type="checkbox"/> Adult Signature Restricted Delivery | <input type="checkbox"/> Registered Mail™ |
| <input type="checkbox"/> Certified Mail® | <input type="checkbox"/> Registered Mail Restricted Delivery |
| <input type="checkbox"/> Certified Mail Restricted Delivery | <input type="checkbox"/> Return Receipt Merchandise |
| <input type="checkbox"/> Collect on Delivery | <input type="checkbox"/> Signature Confirmation |
| <input type="checkbox"/> Collect on Delivery Restricted Delivery | <input type="checkbox"/> Signature Confirmation Restricted Delivery |

PS Form 3811, July 2015 PSN 7530-02-000-9053

Domestic Return Re

NORTHEAST KINGDOM
Council on Aging



New directions for living well.

October 30, 2017

Brenda Lowther
[REDACTED]
[REDACTED]

Dear Brenda,


Please find enclosed all correspondence that I've had regarding the dissolution of the Barton Senior Center and more specifically, the whereabouts of \$20,000 that ought to continue to benefit seniors in the greater Barton community. It is, in fact, on their behalf that I write this letter to you, Brenda.

Since the dissolution of your center I'm certain you have read in the Barton Chronicle how much the seniors in that community miss having a place to go for socialization and a meal. What do you intend to do with the \$20,000, Brenda?

Please contact me or the Council's Executive Director, Meg Burmeister, as soon as possible to inform us of your intentions, Brenda. We would like to offer the seniors of the Barton community services that they desire and deserve.

Thank you.

Sincerely yours,


Lallie Mambourg, Nutrition Director

Cc: Meg Burmeister mburmeister@nekcouncil.org

Enc: 3

NORTHEAST KINGDOM
Council on Aging



New directions for living well.

October 20, 2017

William R. May, Esq.
P.O. Box 303
Barton, VT 05822

Dear Mr. May,

I am writing today to make you aware that a \$20,000 check sent to the Department of Aging & Independent Living (DAIL) from the dissolved Barton Senior Center, under the management of Brenda Lowther, was destroyed by the recipient on October 6, 2017. Enclosed you will find email correspondence regarding said check.

The parties in the email are myself, Nutrition Director here at the Council; Meg Burmeister, Executive Director of the Council; and Mary Woodruff from DAIL. As stated by Mary in the email, "research by the DAIL business shows that the Barton Senior Center did close out its federal grant for infrastructure improvements. The \$20,000 clearly belongs to the senior center".

Since the Barton Senior Center (BSC) no longer exists, Meg and I believe that the Council should be the retainer of this funding until a new senior center is established for the greater Barton area. We are holding Older American Act funding for such, but could not renew a contract this fiscal year to the BSC because guidelines had not been followed by the Board and manager for several years, and our attempts to discuss these concerns were willfully disregarded.

I had hoped to converse with you on October 6 when this action was taken by DAIL, but never did receive a call back. Hopefully you will respond to this written information in a timely and courteous manner. Thank you.

Sincerely yours,

Lallie Mambourg, Nutrition Director

Enc: 2

Lallie Mambourg

From: Woodruff, Mary <Mary.Woodruff@vermont.gov>
Sent: Friday, October 06, 2017 10:33 AM
To: Meg Burmeister; Lallie Mambourg
Subject: Barton Senior Center Check for \$20,000

Follow Up Flag: Follow up
Flag Status: Flagged

Hi Meg and Lallie, research by the DAIL business office shows that the Barton Senior Center did close out it's federal grant for infrastructure improvements. The \$20,000 clearly belongs to the senior center.

We will destroy the check.

Mary

Mary Woodruff, MPH, RDN
Vermont Department of Disabilities, Aging and Independent Living
280 State Drive
HC 2 South
Waterbury, 05671-2070
802-241-0529
mobile 802-760-9951
mary.woodruff@vermont.gov

MAY & DAVIES

ATTORNEYS AT LAW
BANK BUILDING
BOX 303

BARTON, VERMONT 05822

E-MAIL: billmay@together.net

LEE E. EMERSON
(1898-1976)
WILLIAM R. MAY
WILLIAM BOYD DAVIES
SARA DAVIES COE

TELEPHONE
(802) 525-3766
FACSIMILE
(802) 525-3647

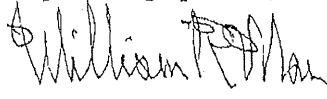
October 23, 2017

Lallie Mambourg; Nutrition Director
Northeast Kingdom Council on Aging
481 Summer St., Suite 101
St. Johnsbury, VT 05819

Dear Ms. Mambourg:

Your letter of October 20th has been referred to Ms. Brenda Lowther for response, inasmuch as she has handled the dissolution of the Barton Senior Center.

Very truly yours,



William R. May

WRM:kf

cc. Ms. Brenda Lowther

From: Powers, Michael
Sent: Thursday, November 16, 2017 11:13 AM
To: Renner, Jamie
Subject: FW: Barton Senior Center ({1. Vermont Business ID or File No.}) - Corporations Document Request (Uncertified)

[REDACTED]

[REDACTED]

[REDACTED]

From: sos.corps.records@sec.state.vt.us [mailto:sos.corps.records@sec.state.vt.us]
Sent: Thursday, November 16, 2017 11:06 AM
To: Powers, Michael <michael.powers@vermont.gov>
Subject: Barton Senior Center ({1. Vermont Business ID or File No.}) - Corporations Document Request (Uncertified)

Thank you, Michael Powers, for your submission.

Your document request will be replied to by email and may take as long as 10 business days. For follow-up or further questions, please contact our Document Specialist at 802-828-2386.

1. Vermont Business ID or File No.:

0077398

2. Business Name:

Barton Senior Center

3. Requester Name:

Michael Powers

4. Requester Email:

michael.powers@vermont.gov

5. Additional Comments or Instructions:

We are looking for any and all documents available including, but not limited to articles of incorporation.

Thank you.

Michael Powers
Investigator
Attorney General's Office

..

Renner, Jamie

From: Renner, Jamie
Sent: Wednesday, November 22, 2017 1:54 PM
To: Bill May
Cc: [REDACTED]
Subject: Barton Senior Center
Attachments: 11-22-17 Ltr to Bill May re Barton Senior Center.pdf

Bill,

As follow up to our telephone call this morning, please see the attached letter. As you indicated that I could reach out to Ms. Lowther directly, I have cc'd her on this correspondence to expedite your collective response to our request for information.

Regards,

Jamie Renner

Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
Montpelier VT 05609-1001
802-828-5947 (direct)

THOMAS J. DONOVAN, JR.
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STATE OF VERMONT
OFFICE OF THE ATTORNEY GENERAL
109 STATE STREET
MONTPELIER, VT
05609-1001

November 22, 2017

Mr. William May, Esq.
P.O. Box 303
Barton, VT 05822

Re: Barton Senior Center

Mr. May:

I write to follow up on our conversation this morning. When we spoke, you indicated that the Barton Senior Center (BSC) will be directing all of its assets to Barton Area Senior Services, Inc. (BASSI), and that it has already distributed certain assets to the nonprofit organization Greater Barton Arts (GBA) to hold in escrow for BASSI pending BASSI's obtaining tax exemption pursuant to Section 501(c)(3) of the Internal Revenue Code.

First, it is my understanding that BASSI has received such tax-exempt status. Accordingly, and assuming BSC confirms as much, BSC could (1) distribute its remaining assets to BASSI directly (rather than through GBA) and (2) direct GBA to release assets held for BASSI's benefit to BASSI.

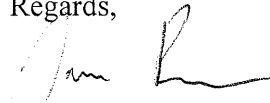
In any event, and so that my Office can ensure that BSC properly disposes of its assets pursuant to 11B V.S.A. § 12.02(g), please provide me with the following information and documents:

- A list of all assets held by the BSC upon dissolution (prior to any asset distributions);
- Copies of any bank/financial statements reflecting assets held by BSC immediately prior to dissolution;
- A description of how BSC intends to dispose of its assets, including a copy of any distribution plan BSC developed pursuant to 11B V.S.A. 14.01(c);
- To the extent that the BSC has already distributed corporate assets, a list of which assets the BSC has already distributed, including:
 - A description of the nature and value of each asset;
 - The name, address, and contact information for the recipient of each asset;
 - A copy of any check reflecting any cash distributions to date.

As I mentioned on the phone, a Barton Chronicle article dated October 4, 2017 (“Senior Center closes abruptly”) suggests that “all the computers... were taken out of the [BSC] office last week,” and that CDs held by BSC had been cashed. Please ensure that the asset list you provide our Office accounts for these items, to the extent the Chronicle’s representations were accurate.

As you indicated that I could contact Ms. Lowther directly, I have cc’d her on this correspondence to expedite your collective ability to respond to this request. Please let me know if you have any questions regarding the requested information.

Regards,



Jamie Renner
Assistant Attorney General

Renner, Jamie

From: Renner, Jamie
Sent: Wednesday, November 22, 2017 1:54 PM
To: [REDACTED]
Cc: 'Bill May'
Subject: Barton Senior Center
Attachments: 11-22-17 Letter re Barton Senior Center.pdf

Mr. Helm,

Please see the attached letter regarding the Barton Senior Center. Are you available to speak early next week?

Until then, happy holidays.

Regards,
Jamie Renner

Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
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STATE OF VERMONT
OFFICE OF THE ATTORNEY GENERAL
109 STATE STREET
MONTPELIER, VT
05609-1001

November 22, 2017

Mr. Edward Helm
Director, Greater Barton Arts

Re: Barton Senior Center

Dear Mr. Helm:

I received your contact information from Mr. Bill May, counsel for the Barton Senior Center (BSC) in Barton, Vermont.

The Vermont Attorney General's Office oversees charitable nonprofit organizations operating within the state. When these organizations dissolve, we are empowered to ensure that they dispose of their assets in accordance with their articles of incorporation, bylaws, and state law. Given that the BSC has dissolved, we are interested in ensuring that it distributes its assets to another charitable organization (or organizations) with purposes and activities substantially similar to its own.

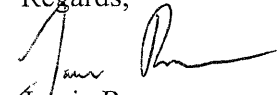
According to Mr. May, the BSC has directed certain of its assets to Greater Barton Arts (GBA), where you serve on the Board of Directors, to hold in escrow for Barton Area Senior Services, Inc. (BASSI) pending BASSI's application to be recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code. My understanding is that if and when BASSI is awarded such tax-exempt status, GBA would promptly deliver these assets to it. (Of note, my understanding is that BASSI has been awarded such status).

Could you confirm or clarify my understanding of the matter and provide me copies of any correspondences from, or written agreements with, representatives of BSC regarding the same? Likewise, to the extent that the BSC has already distributed assets to GBA, could you please indicate which assets those are, and provide copies of any bank/financial statements reflecting them as being held for BASSI's benefit?

My goal in requesting this information and documentation is simply to oversee the successful transfer of assets from BSC to BASSI. In that vein, assuming that the GBA is holding assets in escrow from BASSI pending BASSI's application for tax exempt status, please provide me with notice if you (1) receive additional assets to hold for BASSI's benefit or (2) direct assets received from BSC to BASSI.

Finally, if the GBA is represented by counsel, please let me know so that I can direct future communications to that individual or law firm. In the meantime, if you have any questions, please feel free to contact me.

Regards,



Jamie Renner
Assistant Attorney General

cc: William May, Esq.

Renner, Jamie

From: Renner, Jamie
Sent: Monday, November 27, 2017 10:34 AM
To: Brenda Lowther
Cc: Bill May
Subject: RE: Senior center

Brenda,

Mr. May advised me to contact you directly from this point forward. Please contact me as soon as possible to discuss this matter. My telephone is 802-828-5947.

Further, please immediately cease any/all distributions of the former Barton Senior Center's assets. Per the former senior center's bylaws and Vermont law, the Board of the former senior center is required to distribute all of the former senior center's assets "to an organization or organizations selected by the Board, whose purposes, missions, goals, and functions are consistent with and substantially similar to those of [Barton Senior Center]." Senior Center board members have legal obligations to ensure that these bylaws are followed. Before the board transfers any of the former senior center's assets, it is required to provide my Office with notice of its distribution plan. At that time, my Office may provide the senior center with guidance regarding the distribution or take steps necessary to ensure that the senior center's assets are properly directed.

Regards,
Jamie Renner

-----Original Message-----

From: Brenda Lowther [REDACTED]
Sent: Friday, November 17, 2017 1:35 PM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Subject: Senior center

I have forwarded your note to Attorney Bill May. His email is billmay@together.net. I have given him everything on the dissolution and the board president and I visited him from the very beginning. Any further questions, please email me. Your email went to our accountant. Thank you, Brenda Lowther

Renner, Jamie

From: Bill May <billmay@together.net>
Sent: Monday, November 27, 2017 10:10 AM
To: Renner, Jamie
Subject: Barton Senior Center

Jamie,

I misconstrued Brenda Lowther's intended distribution of assets including the \$20,000.00 from savings. Ms. Lowther will respond to your request for additional information.

Sincerely,

Bill

--

William R. May, Esq.
May & Davies
424 Main St.
PO Box 303
Barton, VT 05822
Phone: (802)525-3766
Fax: (802)525-3647

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Any dissemination, use, distribution, copying or disclosure
of this communication by any other person or entity is strictly
prohibited. Should you receive this transmission in error,
please notify the sender by telephone (802-525-3766) and
return the original transmission to billmay@together.net

Renner, Jamie

From: Renner, Jamie
Sent: Monday, November 27, 2017 11:47 AM
To: 'edwardhelm [REDACTED]'
Cc: 'Brenda Lowther'
Subject: FW: Barton Senior Center
Attachments: 11-22-17 Letter re Barton Senior Center.pdf

Mr. Helm:

Mr. May contacted me this morning to correct my understanding of how the former Barton Senior Center intended to direct its assets. He explained that the senior center had intended to distribute approximately \$20k to the Greater Barton Arts for senior programming (not to hold in escrow for the benefit of the new Barton Area Senior Services, as he had previously indicated). After I spoke with Mr. May, I spoke with Ms. Lowther, who confirmed the same.

According to the former Barton Senior Center's articles of incorporation and bylaws, the Barton Senior Center was and is required to distribute its assets "exclusively for the purposes of the [Barton Senior Center]" and to an organization "substantially similar" to its own. As I conveyed in the attached letter, the Attorney General's Office is responsible for ensuring that the former Barton Senior Center's assets are distributed appropriately. To that end, I am interested to discuss with you whether and to what extent the GBA meets the distribution criteria set forth in the former Barton Senior Center's articles and bylaws.

In the meantime, pursuant to Vermont statute 11B V.S.A. 12.02(g), I have requested that the BSC cease any further distributions to the GBA or any other party until the Attorney General Office's review of the BSC's intended distributions is complete.

Please contact me at your soonest convenience.

Regards,
Jamie

From: Renner, Jamie
Sent: Wednesday, November 22, 2017 1:54 PM
To: [REDACTED]
Cc: 'Bill May' <billmay@together.net>
Subject: Barton Senior Center

Mr. Helm,

Please see the attached letter regarding the Barton Senior Center. Are you available to speak early next week?

Until then, happy holidays.

Regards,
Jamie Renner

Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General

109 State Street
Montpelier VT 05609-1001
802-828-5947 (direct)

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05609-1001

November 22, 2017

Mr. Edward Helm
Director, Greater Barton Arts



Re: Barton Senior Center

Dear Mr. Helm:

I received your contact information from Mr. Bill May, counsel for the Barton Senior Center (BSC) in Barton, Vermont.

The Vermont Attorney General's Office oversees charitable nonprofit organizations operating within the state. When these organizations dissolve, we are empowered to ensure that they dispose of their assets in accordance with their articles of incorporation, bylaws, and state law. Given that the BSC has dissolved, we are interested in ensuring that it distributes its assets to another charitable organization (or organizations) with purposes and activities substantially similar to its own.

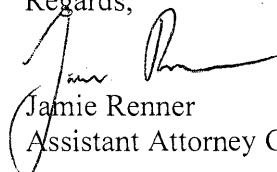
According to Mr. May, the BSC has directed certain of its assets to Greater Barton Arts (GBA), where you serve on the Board of Directors, to hold in escrow for Barton Area Senior Services, Inc. (BASSI) pending BASSI's application to be recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code. My understanding is that if and when BASSI is awarded such tax-exempt status, GBA would promptly deliver these assets to it. (Of note, my understanding is that BASSI has been awarded such status).

Could you confirm or clarify my understanding of the matter and provide me copies of any correspondences from, or written agreements with, representatives of BSC regarding the same? Likewise, to the extent that the BSC has already distributed assets to GBA, could you please indicate which assets those are, and provide copies of any bank/financial statements reflecting them as being held for BASSI's benefit?

My goal in requesting this information and documentation is simply to oversee the successful transfer of assets from BSC to BASSI. In that vein, assuming that the GBA is holding assets in escrow from BASSI pending BASSI's application for tax exempt status, please provide me with notice if you (1) receive additional assets to hold for BASSI's benefit or (2) direct assets received from BSC to BASSI.

Finally, if the GBA is represented by counsel, please let me know so that I can direct future communications to that individual or law firm. In the meantime, if you have any questions, please feel free to contact me.

Regards,



Jamie Renner
Assistant Attorney General

cc: William May, Esq.

Renner, Jamie

From: Renner, Jamie
Sent: Monday, November 27, 2017 12:23 PM
To: Brenda Lowther
Subject: RE: Garth McKinney

Thank you.
-Jamie

From: Brenda Lowther [mailto:lowtherbrenda133@gmail.com]
Sent: Monday, November 27, 2017 12:17 PM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Subject: Garth McKinney

Garth McKinney phone number - [REDACTED]

Renner, Jamie

From: Brenda Lowther <lowtherbrenda133@gmail.com>
Sent: Monday, November 27, 2017 12:17 PM
To: Renner, Jamie
Subject: Garth McKinney

Garth McKinney phone number - [REDACTED]

Renner, Jamie

From: Brenda Lowther <lowtherbrenda@gmx.com>
Sent: Monday, November 27, 2017 12:13 PM
To: Renner, Jamie
Subject: Garth Mckinney

Telephone number. [REDACTED]

Renner, Jamie

From: Renner, Jamie
Sent: Tuesday, November 28, 2017 11:12 AM
To: 'Edward Helm'
Cc: billmay@together.net; Adrien Helm
Subject: RE: FW: Barton Senior Center
Attachments: 11-28-17 Ltr re Barton Senior Center.pdf

Mr. Helm,

In response to your email yesterday, please see the attached letter regarding the Barton Senior Center.

Regards,
Jamie

From: Edward Helm [mailto:edwardhelm@gmail.com]
Sent: Monday, November 27, 2017 3:18 PM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Cc: billmay@together.net; Adrien Helm <adriehelm@gmail.com>; Brenda Lowther <lowtherbrenda133@gmail.com>
Subject: Fwd: FW: Barton Senior Center

Mr. Jamie Renner
Assistant Attorney General

109 State Street

Montpelier VT 05609-1001

Dear Mr. Renner:

Thank you for your clarifying email.

Your attachment in your recent email, however, repeats your previous errors of fact. Please redraft it based on the now corrected facts indicating also that your letter to me of November 22, 2017 has been withdrawn, and then resend your package to me.

I will then share it with Greater Barton Arts Chair, Adrien Helm, and one of us will then be in touch with you.

Sincerely,

/S/

Edward G. Helm
Member of the Board, Greater Barton Arts
[REDACTED] cell

You should know that BSC has previously offered to GBA significant non-monetary assets in addition to the \$20,000 which was received by GBA 10/26/17.

On Mon, Nov 27, 2017 at 11:47 AM, Renner, Jamie <Jamie.Renner@vermont.gov> wrote:

Mr. Helm:

Mr. May contacted me this morning to correct my understanding of how the former Barton Senior Center intended to direct its assets. He explained that the senior center had intended to distribute approximately \$20k to the Greater Barton Arts for senior programming (not to hold in escrow for the benefit of the new Barton Area Senior Services, as he had previously indicated). After I spoke with Mr. May, I spoke with Ms. Lowther, who confirmed the same.

According to the former Barton Senior Center's articles of incorporation and bylaws, the Barton Senior Center was and is required to distribute its assets "exclusively for the purposes of the [Barton Senior Center]" and to an organization "substantially similar" to its own. As I conveyed in the attached letter, the Attorney General's Office is responsible for ensuring that the former Barton Senior Center's assets are distributed appropriately. To that end, I am interested to discuss with you whether and to what extent the GBA meets the distribution criteria set forth in the former Barton Senior Center's articles and bylaws.

In the meantime, pursuant to Vermont statute 11B V.S.A. 12.02(g), I have requested that the BSC cease any further distributions to the GBA or any other party until the Attorney General Office's review of the BSC's intended distributions is complete.

Please contact me at your soonest convenience.

Regards,

Jamie

From: Renner, Jamie
Sent: Wednesday, November 22, 2017 1:54 PM
To: 'edwardhelm' [REDACTED]
Cc: 'Bill May' <billmay@together.net>
Subject: Barton Senior Center

Mr. Helm,

Please see the attached letter regarding the Barton Senior Center. Are you available to speak early next week?

Until then, happy holidays.

Regards,

Jamie Renner

Jamie Renner

Assistant Attorney General

Office of the Vermont Attorney General

109 State Street

Montpelier VT 05609-1001

802-828-5947 (direct)

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TEL: (802) 828-3171
FAX: (802) 828-3187

<http://www.ago.vermont.gov>

November 28, 2017

Mr. Edward Helm
Director, Greater Barton Arts

Re: Barton Senior Center

Dear Mr. Helm:

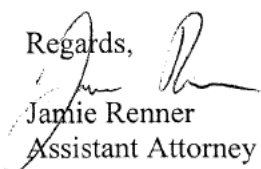
As I indicated to you in my email yesterday, my Office has been made aware that the former Barton Senior Center (BSC) intends to distribute (and has already distributed) certain of its assets to the Greater Barton Arts (GBA) for senior-related programming, not to hold in escrow for Barton Senior Services, Inc. Accordingly, certain aspects of my Nov. 22, 2017 letter to the GBA are no longer relevant. This letter replaces my letter of Nov. 22.

The BSC's articles of incorporation and bylaws required and require it, upon dissolution, to distribute its assets "exclusively for the purposes of the [Barton Senior Center]" and to an organization "substantially similar" to the BSC. Under the Vermont Nonprofit Corporations Act, the Attorney General's Office is responsible for ensuring that the former Barton Senior Center's assets are distributed appropriately.

To that end, I am seeking a clearer understanding of (1) what assets the GBA has already received and expects to receive from the BSC; (2) the GBA's intended use for these assets; and (3) what written instrument(s), if any, define or restrict these assets' use. While I may ultimately request related information and documents in writing, I think it would be most productive and expedient to start with a telephone call to discuss these issues, explain the Attorney General Office's interest and involvement in this matter, and answer any questions you might have at this time. Please let me know when you or another GBA representative are available to speak.

Finally, we request that the GBA refrain from disposing of any assets received from the BSC until we have completed our review of this matter.

Regards,


Jamie Renner
Assistant Attorney General

cc: William May, Esq.

Renner, Jamie

From: Renner, Jamie
Sent: Tuesday, November 28, 2017 10:39 AM
To: Brenda Lowther
Cc: Bill May
Subject: FW: Barton Senior Center
Attachments: 11-22-17 Ltr to Bill May re Barton Senior Center.pdf

Brenda,

Thank you again for taking the time to speak yesterday. I'm writing just to confirm that our phone call yesterday did not replace the attached request for information. We look forward to the BSC's response to this request. In the meantime, as I've mentioned in prior communications, the BSC should refrain from any further asset distributions until my office has completed its review of this matter.

Regards,
Jamie

From: Renner, Jamie
Sent: Wednesday, November 22, 2017 1:53 PM
To: 'Bill May' <billmay@together.net>
Cc: [REDACTED]
Subject: Barton Senior Center

Bill,

As follow up to our telephone call this morning, please see the attached letter. As you indicated that I could reach out to Ms. Lowther directly, I have cc'd her on this correspondence to expedite your collective response to our request for information.

Regards,

Jamie Renner

Jamie Renner
Assistant Attorney General
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CHIEF ASST. ATTORNEY
GENERAL



STATE OF VERMONT
OFFICE OF THE ATTORNEY GENERAL
109 STATE STREET
MONTPELIER, VT
05609-1001

November 22, 2017

Mr. William May, Esq.
P.O. Box 303
Barton, VT 05822

Re: Barton Senior Center

Mr. May:

I write to follow up on our conversation this morning. When we spoke, you indicated that the Barton Senior Center (BSC) will be directing all of its assets to Barton Area Senior Services, Inc. (BASSI), and that it has already distributed certain assets to the nonprofit organization Greater Barton Arts (GBA) to hold in escrow for BASSI pending BASSI's obtaining tax exemption pursuant to Section 501(c)(3) of the Internal Revenue Code.

First, it is my understanding that BASSI has received such tax-exempt status. Accordingly, and assuming BSC confirms as much, BSC could (1) distribute its remaining assets to BASSI directly (rather than through GBA) and (2) direct GBA to release assets held for BASSI's benefit to BASSI.

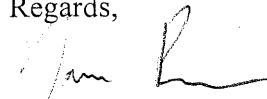
In any event, and so that my Office can ensure that BSC properly disposes of its assets pursuant to 11B V.S.A. § 12.02(g), please provide me with the following information and documents:

- A list of all assets held by the BSC upon dissolution (prior to any asset distributions);
- Copies of any bank/financial statements reflecting assets held by BSC immediately prior to dissolution;
- A description of how BSC intends to dispose of its assets, including a copy of any distribution plan BSC developed pursuant to 11B V.S.A. 14.01(c);
- To the extent that the BSC has already distributed corporate assets, a list of which assets the BSC has already distributed, including:
 - A description of the nature and value of each asset;
 - The name, address, and contact information for the recipient of each asset;
 - A copy of any check reflecting any cash distributions to date.

As I mentioned on the phone, a Barton Chronicle article dated October 4, 2017 (“Senior Center closes abruptly”) suggests that “all the computers... were taken out of the [BSC] office last week,” and that CDs held by BSC had been cashed. Please ensure that the asset list you provide our Office accounts for these items, to the extent the Chronicle’s representations were accurate.

As you indicated that I could contact Ms. Lowther directly, I have cc’d her on this correspondence to expedite your collective ability to respond to this request. Please let me know if you have any questions regarding the requested information.

Regards,



Jamie Renner
Assistant Attorney General

Renner, Jamie

From: Brenda Lowther [REDACTED]
Sent: Wednesday, November 29, 2017 8:44 PM
To: Renner, Jamie
Subject: Re: Follow up question - Barton Senior Center

Fixed assets are the range and dishwashers which are installed and all of the upgrades to the facility.

All other assets in the hall and kitchen, except for their tables and metal chairs and some tableware and coffee makers, not including the Bunn commercial coffeemaker, were purchased by B.S. C. Bill May has that list. It was my assumption that fixed assets would stay. It is not required by the lease but discussed by our accountant at the time.

Brenda

On November 28, 2017, at 10:46, "Renner, Jamie" <Jamie.Renner@vermont.gov> wrote:

Brenda,

During our phone call yesterday, you mentioned that BSC bylaws required the BSC to leave fixed assets (even those it acquired) in place at the Barton Village Hall. I have not been able to find such a provision in the bylaws. Could you identify where this requirement comes from, if it is a requirement? Might it be the BSC's lease?

-Jamie

Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
Montpelier VT 05609-1001
802-828-5947 (direct)

Renner, Jamie

From: Meg Burmeister <MBurmeister@nekouncil.org>
Sent: Tuesday, November 28, 2017 2:26 PM
To: Renner, Jamie
Subject: FW: Greater Barton Arts Update

Hi Jamie,

We just received this information regarding the funds from the Barton Senior Center. Of course we are concerned that the primary function was a meal site and should be given to a meal site as a like 501c3.

Meg

Meg Burmeister
Executive Director
Northeast Kingdom Council on Aging
481 Summer Street | Suite 101 | St. Johnsbury, VT 05819
Ph: 802-473-4999 Fax: 802-473-4998 www.NEKCouncil.org



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From: Lallie Mambourg
Sent: Tuesday, November 28, 2017 1:31 PM
To: Meg Burmeister <MBurmeister@nekouncil.org>
Subject: FW: Greater Barton Arts Update

I'm SO sad about the below FYI...

Lallie Mambourg | Nutrition Director
Northeast Kingdom Council on Aging
481 Summer Street | Suite 101 | St. Johnsbury, VT 05819
Ph: 802-473-4046 www.NEKCouncil.org



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From: cathymswain [REDACTED]

Sent: Tuesday, November 28, 2017 11:48 AM

To: Lallie Mambourg <lmambourg@nekouncil.org> [REDACTED]; [REDACTED]
[REDACTED]

elizabeth@bartonchronicle.com

Subject: Fwd: Greater Barton Arts Update

Cathy Swain
[REDACTED]

Begin forwarded message:

From: Rich Royer [REDACTED]
Date: November 28, 2017 at 11:09:12 AM EST
To: Cathy Swain [REDACTED]
Subject: Fwd: Greater Barton Arts Update

Ed has the \$20,000!

Begin forwarded message:

From: Adrien Helm [REDACTED]
Date: November 28, 2017 at 10:12:59 AM EST

To: Adrien Waller Helm [REDACTED], Carol Youmans
[REDACTED], Edward Helm [REDACTED], Trish
Bermon [REDACTED], Bill & Maria O'Brien
[REDACTED], Tony Daniels [REDACTED], Ann Creaven
Ann Lindner [REDACTED], Ann Young
[REDACTED], Chantal Jesmer [REDACTED],
cynthia krieble [REDACTED], Diane Peel [REDACTED], Donna
Bousquet [REDACTED], Donna Walsh
[REDACTED], "Ellen Mass [REDACTED]"
Kate [REDACTED], Marjorie Kramer
Mary Brenner [REDACTED], Paisley
Griffin [REDACTED], Pam Kennedy [REDACTED],
"Patti & Andy Bondor" [REDACTED], Rich Royer
[REDACTED], Sam Thurston [REDACTED], Sara
Gluckman [REDACTED], Susan Sicard
[REDACTED], Sylvia Manning [REDACTED],
Teresa LaGoy [REDACTED], Theresa Peura
[REDACTED], Jim Karns [REDACTED]
Subject: Greater Barton Arts Update

Dear Ones,

I want you to be aware of two events pertaining to Greater Barton Arts in addition to the grant from the Community Foundation of Vermont's Northeast Kingdom Fund.

First, 381 Main Street, the building we hope to house Greater Barton Arts is now owned by Ray Sweeney (of the C & C). He has told us this morning that he has reviewed GBA's offer to buy the building and passed it on to his attorney. That means we will soon be in a position to move forward the process of survey and subdivision of the property to give Ray what he wants in parking behind the C & C, and us the rest of the property, as well as making sure the building is secure until renovation can begin.

Second, after the Barton Senior Center's (BSC) attempt to return \$20,000 from its savings account to the grant-making agency which was the source of those funds, and having that agency refuse on the

grounds they had no mechanism to receive them, BSC approached GBA to see whether or not our tax-exempt non-profit would receive the funds. After consideration and a vote of the board, we agreed to receive the funds and put them in an escrow account to be used for expanded senior programming in our new physical location. Those funds were transferred in mid-October after approval of BSC's board.

I believe GBA was approached to receive this money because of Ed Helm's efforts to organize meals for seniors in the void created by BSC's closure, an effort which continued with paid cooks and community volunteers through the Tuesday before Thanksgiving.

Plans are underway (including conversations with residents of the senior housing complexes) to provide expanded activities for seniors such as special meals with speakers, the accessibility of a cafe with wifi and a congenial atmosphere for socializing, card-playing, reading, etc., "field trips" to area galleries and museums, expanded classes in crafting and other arts activities, as well as the classes and painting events of previous seasons.

Since this news will be public soon and given the controversy surrounding the Senior Center's closure, I wanted you to know in advance. Please do not hesitate to email me any questions you might have about this.

'Hoping this finds you well and warm. I understand there's snow on the ground. Best to you and yours,

Adrien

"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."

Edward Everett Hale

Renner, Jamie

From: Brenda Lowther [REDACTED]
Sent: Wednesday, November 29, 2017 8:44 PM
To: Renner, Jamie
Subject: Re: Follow up 2 - Barton Senior Center

Yes, will be home tomorrow until late afternoon. Thank you, Brenda

On November 29, 2017, at 08:25, "Renner, Jamie" <Jamie.Renner@vermont.gov> wrote:

Brenda,

Thank you for the prompt response. Do you have a moment to speak on the phone tomorrow? I could clarify the kinds of documents I'm looking for to avoid you wasting any time.

Regards,
Jamie

From: Brenda Lowther [REDACTED]
Sent: Wednesday, November 29, 2017 7:32 AM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Subject: Re: Follow up 2 - Barton Senior Center

Mr. Renner,

I will be volunteering at church today. The original startup grant was from DAIL. I mailed paperwork on that to them with the check per their request. The ability to maintain savings over the years was due to fundraising constantly. I was always working on the next fundraiser. Over the years, we were given in memorial funds from only four people. The Laura Atherton trust sent \$10,000 to BSC for operational expenses. That was at least five years ago. Otherwise, the sums were very small. If you need this paperwork, I will have to go to Barton and look through the files in storage. It was hard to be forced to move those out due to village trustees changing the locks immediately.

Please let me know and I will make that trip. I will also talk to the accountant and check on his progress with paperwork.

Brenda

On November 28, 2017, at 15:48, "Renner, Jamie" <Jamie.Renner@vermont.gov> wrote:

Brenda,

I spoke with Garth McKinney this afternoon. He indicated that the \$20k the Barton Senior Center distributed to the Greater Barton Arts may have originally come from gifts from families. He said that you would know and would be most likely to have any relevant paperwork.

Do you have a moment to discuss this tomorrow?

Regards,
Jamie

Renner, Jamie

From: Edward Helm [REDACTED]
Sent: Wednesday, November 29, 2017 12:46 AM
To: Renner, Jamie
Cc: Brenda Lowther; Adrien Helm
Subject: Your recent letter of November 28

Mr. Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
Montpelier VT 05609-1001

Dear Mr. Renner:

Thank you for making some effort to correct the record with your most recent letter to me. However your new letter (i.e., November 28, 2017) in my view still contains misstatements which I hope you will correct.

You include the phrase, "not to hold in escrow for Barton Senior Services, Inc." as you were correcting this erroneous assertion. References to BASSI are irrelevant to the distribution of funds from Barton Senior Center to Greater Barton Arts and need to be deleted.

Secondly, I am concerned that your last two letters with erroneous information exist in the record of this inquiry, therefore I want the letters of November 28, 2017 and/or November 22, 2017 expunged and that you state in your next letter to me that you and your office have expunged them.

Finally, your assertions concerning Barton Senior Center's dissolution language from their By-Laws are incomplete, misleading, and add terms that are not there.

- You assert, "The BSC's articles of incorporation and By-Laws required and require it, upon dissolution, to distribute its assets 'exclusively for the purposes of the [Barton Senior Center]'"... **leaving out the language which follows "or to such organization, or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time, qualify as an exempt organization or organizations under 501 (c)(3) of the Internal Revenue Code of 1954 as amended."** Thus BSC's dissolution article of its By-Laws clearly state that BSC can **distribute its assets to another 501(c)(3) like GBA. Yet you fail to include that language.** If you are going to quote from BSC's By-Laws, please do so correctly and completely. Your selective editing suggests inappropriate bias on your part.
- Furthermore rather than accurately quote the BSC By-Laws provision which reads, "...In the event of dissolution of the corporation, the Board of Directors shall...dispose of all assets of the corporation exclusively for the purposes of the corporation...", you substitute "distribute" for "dispose" and bracket [Barton Senior Center] instead of using the By-Laws word, "corporation."
- And then you add language asserting that BSC By-Laws require it upon dissolution to distribute assets "to an organization 'substantially similar' to BSC." Nowhere in BSC's By-Laws is there that requirement.

I am troubled by your selective reading of BSC's By-Laws and insertion of intent where there is none on their face. I hope you will correct your latest letter concerning BSC's dissolution.

At that point I or another officer of Greater Barton Arts will be happy to talk to you on the phone.

Sincerely,

/s/

Edward G. Helm

Member of the Board Greater Barton Arts

Renner, Jamie

From: Renner, Jamie
Sent: Wednesday, November 29, 2017 3:12 PM
To: 'Edward Helm'
Cc: billmay@together.net; Adrien Helm
Subject: RE: Your recent letter of November 28
Attachments: 11-29-17 Letter to GBA.pdf

Mr. Helm:

In response to your email below, please see the attached letter, and please let me know when a convenient time to speak would be.

Regards,
Jamie

From: Edward Helm [REDACTED]
Sent: Wednesday, November 29, 2017 12:46 AM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Cc: Brenda Lowther [REDACTED]; Adrien Helm [REDACTED]
Subject: Your recent letter of November 28

Mr. Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
Montpelier VT 05609-1001

Dear Mr. Renner:

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You include the phrase, "not to hold in escrow for Barton Senior Services, Inc." as you were correcting this erroneous assertion. References to BASSI are irrelevant to the distribution of funds from Barton Senior Center to Greater Barton Arts and need to be deleted.

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an exempt organization or organizations under 501 (c)(3) of the Internal Revenue Code of 1954 as amended." Thus BSC's dissolution article of its By-Laws clearly state that BSC can distribute its assets to another 501(c)(3) like GBA. Yet you fail to include that language. If you are going to quote from BSC's By-Laws, please do so correctly and completely. Your selective editing suggests inappropriate bias on your part.

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At that point I or another officer of Greater Barton Arts will be happy to talk to you on the phone.

Sincerely,

/S/

Edward G. Helm

Member of the Board Greater Barton Arts

THOMAS J. DONOVAN, JR.
ATTORNEY GENERAL

JOSHUA R. DIAMOND
DEPUTY ATTORNEY GENERAL

WILLIAM E. GRIFFIN
CHIEF ASST. ATTORNEY
GENERAL



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FAX: (802) 828-3187

<http://www.ago.vermont.gov>

November 29, 2017

Mr. Edward Helm
Director, Greater Barton Arts

Re: Barton Senior Center

Dear Mr. Helm:

In response to your email of this morning:

First, in light of Vermont's public records laws, we cannot "expunge" our prior letters to the Greater Barton Arts (GBA). To the extent our understanding of the Barton Senior Center's distribution of certain assets to the Greater Barton Arts (GBA) is incorrect, I am interested to discuss as much with the GBA. Indeed, as I described in my last letter, I am requesting to speak with the GBA for the very purpose of more deeply understanding the GBA, the BSC's distribution of assets to the GBA, and the GBA's proposed use for those assets.

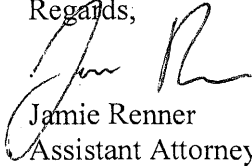
Second, you raised concern regarding my Office's understanding of the Barton Senior Center's Articles of Incorporation and Bylaws. Article XI of the Barton Senior Center's bylaws (attached), entitled "Dissolution," states that "In the event of dissolution of this corporation, all property and assets shall be distributed to an organization or organizations selected by the Board, whose purposes, missions, goals, and functions are consistent with and substantially similar to those of the corporation, which has been granted exemption from Federal Income Tax under provisions of Section 501C3 of the Internal Revenue Service Code of 1986, as amended."

This language, along with the legal obligations of public benefit corporations under Vermont law, informs our interpretation of the BSC's Articles of Incorporation, including the language you cited. To be clear, there are additional factors that potentially bear on how the BSC's assets were and are required to be distributed, including the original sources of those assets and whether those sources imposed certain restrictions upon how the assets were required to be used.

In any event, given that the BSC has, in fact, distributed certain assets to the GBA, and pursuant to the Attorney General Office's authority and responsibilities under the Vermont

Nonprofit Corporations Act, I maintain my request to speak with the GBA regarding this matter at the GBA's soonest convenience.

Regards,

A handwritten signature in black ink, appearing to read "Jamie Renner", written over the typed name.

Jamie Renner
Assistant Attorney General

cc: Bill May, Esq.

BY-LAWS
BARTON SENIOR CENTER, INC.

Article I. General Provisions

Section 1.1 **Name and Purpose.** The name of this corporation shall be Barton Senior Center, Inc. The corporation is organized exclusively for the purposes set forth in the Articles of Association.

Section 1.2 **Location.** The *Senior Center* shall be located at Barton Memorial Building, Main Street, Barton, Vermont.

Article II. Objectives

The objectives of the *Senior Center* shall be:

Section 2.1 To promote the interests of all Senior Citizens without regard to race, creed, or religion.

Section 2.2 To act as liaisons between the elderly and all Agencies engaged in programs designed to promote Health, Welfare and the enrichment of Life for the Aging.

Section 2.3 To provide social and cultural activities on a regular basis.

Section 2.4 To provide a hot Meals program in a social setting and deliver hot prepared meals to shut-ins.

Article III. Board of Directors

Section 3.1 **General Powers.** All corporate powers and responsibilities shall be vested in the Board of Directors as provided by law, the Articles of Association or these by-laws. The Board of Directors shall have authority to take the following actions based on a majority vote of the Directors present and voting at a meeting duly warned and attended:

- a) The approval of policies consistent with the mission;
- b) The adoption and approval of monthly and annual operating budgets;
- c) The organization and delegation of major fund raising events.

Section 3.2 **Number and Election.** The general management of the affairs of the *Senior Center* shall be vested in a Board of Directors of not less than five (5) and not more than ten (10). The Directors shall be elected by the Board for a term of three (3) years each. A director shall be eligible for one additional term (for a total of (6) six years. A person shall be eligible for re-election to the Board after a one year interim.

Section 3.3 **Composition.** At least fifty (50%) of the Directors shall be age sixty (60) or older.

Section 3.4 **Vacancies.** The Board shall have the power to fill vacancies of Officers and Directors.

Section 3.5 **Annual, Regular and Special Meetings.** The annual meeting of this corporation for the purpose of electing Officers and Directors and transacting any other business that may come before the meeting, shall be the second Wednesday of MARCH. The Board shall meet in regular session at least six (6) times per year on the second

Wednesday of the month at Barton Mealsite. Special Board meetings shall be held on call of the president or any of the Directors.

Section 3.6 **Quorum.** A majority of the Directors then in office shall constitute a quorum, and when a quorum exists, action may be taken by a majority of those present.

Section 3.7 **Suspension or Removal.** A Director may be suspended or removed for cause by vote of two thirds (2/3) majority of Directors present and voting at a special meeting called for that purpose. The Director subject to removal shall be given at least ten (10) days advance written notice of the proposed removal and the reasons therefore. The Director shall be given an opportunity to reply in writing prior to a discussion on the proposed removal and an opportunity to be heard at the meeting. Notice of the proposed removal shall be given in the notice of the meeting.

Section 3.8 **Resignation.** A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board or such officer. The acceptance of the resignation shall not be necessary to make it effective.

Article IV. Officers

Section 4.1 **Term for Officers.** The officers of the Board shall consist of a President, Vice President, Treasurer, Secretary and such other officers as the Board of Directors may from time to time appoint. The President, Vice President, Treasurer, and Secretary may hold that position from 1-4 years. The officers may be part of the Board however is not required. The officers are not allowed to vote if they are not Directors. (Example Director completing his/her 6 years in term could hold an office)..

Section 4.2 **Powers and Duties.** The officers shall have the powers and perform the duties customarily belonging to their respective offices, including as follows:

a) The President shall generally direct the affairs of the corporation and see that all resolutions and orders of the Board are carried out. The President shall preside at all meetings of the Board. With the consent of the Board, the President shall appoint such committees and task forces as the Board may authorize.

b) In the absence of the President, the Vice President shall be given the powers and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

c) The Secretary or duly designated representative shall keep a record of the proceedings of the corporation and the Board of Directors; submit minutes of the preceding meeting of the Board for review and approval.

d) The Treasurer or a duly designated representative shall have charge and custody of all funds of the corporation and shall submit a financial report to the Board of Directors at its regular meetings. The Treasurer shall be responsible for the preparation of the annual budget.

Article V. Compensation

Section 5.1 **Directors.** No Director shall receive compensation for serving as such.

Article VI. Committees

Section 6.1 **Committees.** The Board of Directors may delegate such of its powers as it considers advisable to such committees as the Board of Directors or these by-laws may from time to time establish.

Section 6.2 **Other Committees or Task Forces.** Other committees or task forces may be authorized by the Board as necessary. These committees shall be temporary, and be dissolved when their assigned duties are

completed. Such groups shall be formed to study specific matters, situations, problems, occurrences and to make appropriate recommendations to the Board of Directors.

Section 6.3 **Meetings.** Meetings of any committee or task force shall be called by the Chair of such committee.

Section 6.4 **Board Review and Approval.** The recommendations and actions of all committees or task forces shall be subject to approval by the Board of Directors.

Article VII. Meal Site Manager/Coordinator

Section 7.1 **Appointment.** The Board of Directors shall appoint a *Senior Center* Manager who shall be its direct representative in the management of the corporation. The Board of Directors shall set the compensation, terms of management, and duties of the *Senior Center* Manager and the *Senior Center* Manager shall be an agent of and responsible to the Board of Directors.

Section 7.2 **Duties and Responsibility.** The *Senior Center Manager* shall be given the necessary authority to operate the corporation subject only to such policies as may be adopted and any such orders as may be issued by the Board of Directors.

Article VIII. General

Section 8.1 **Fiscal Year.** The fiscal year of the corporation shall begin on the first day of January and end on the last day of December unless otherwise determined by the Board of Directors.

Section 8.2 **Receipt and Disbursement of Funds.** *The Board of Directors* may designate such other officer or officers, who in addition to or instead of the Treasurer or the *Senior Center* manager, shall be authorized to receive all moneys due and payable to the corporation from any source, to endorse for deposit checks, drafts, notes or other negotiable instruments and to give full discharges and receipts therefore. Funds of the corporation may be deposited in such bank or banks as the Board of Directors may from time to time designate. Funds of the corporation shall be disbursed in payment for all documented expenses due and payable by signature of the Treasurer and President.

Section 8.3 **Financial Statements.** Financial transactions of the corporation, its books, and accounts shall be reviewed annually for the immediately preceding fiscal year promptly after its close. A statement shall be submitted to the Board of Directors, in writing.

Section 8.4 **Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. A copy of these records shall be kept at the principal office of the *Senior Center*.

Section 8.5 **Robert's Rules of Order.** Except as otherwise provided by law, the Articles of Association or these by-laws, the corporation, its Board of Directors and committees, shall operate under the provisions of Robert's Rules of Order.

Article IX. Liability

Section 9.1 **Personal Liability.** The Directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the corporation, may look only to the funds and property of the corporation for the payment of any such contracts or claims, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 9.2 **Insurance.** The Barton Senior Center has liability insurance through Poulous Insurance. Currently, it is due in March. (2006)

Article X. Amendments

Section 10.1 **Amendment Process.** These by-laws may be amended or repealed, in whole or in part, by a majority vote of the Board of Directors present and voting at a meeting called for such purpose, except as otherwise required by law, the Articles of Association, or these by-laws. Written notification of any proposed amendment shall be given to each Director of the corporation and the *Senior Center* manager prior to a meeting called for the purpose of voting on such proposed amendment. Any proposal to amend these by-laws shall be voted upon at a meeting subsequent to that at which the proposal was presented to the Board of Directors. There will be a committee formed by the Board of Directors to review and bring any proposed changes to the Annual meeting.

Article XI. Dissolution

Section 11.1. **Transfer of Property and Assets.** In the event of dissolution of this corporation, all property and assets shall be distributed to an organization or organizations selected by the Board, whose purposes, missions, goals, and functions are consistent with and substantially similar to those of the corporation, which has been granted exemption from Federal Income Tax under provisions of Section 501C 3 of the Internal Revenue Service Code of 1986, as amended.

Final draft accepted at 2/8/06 Board Meeting. Final vote of approval is for the Annual Meeting On March 8, 2006.

Worked with our Board Members/ Advisory Council and the following in February 2006.

Sally Briggs, NEVAAA
Ken Gordon, NEVAAA

Renner, Jamie

From: Brenda Lowther [REDACTED]
Sent: Thursday, November 30, 2017 9:48 AM
To: Renner, Jamie
Subject: Re: Paperwork

[REDACTED]
On Thursday, November 30, 2017, Renner, Jamie <Jamie.Renner@vermont.gov> wrote:

Could you remind me of your phone number?

From: Brenda Lowther [REDACTED]
Sent: Thursday, November 30, 2017 9:45 AM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Subject: Re: Paperwork

Sorry, I didn't see this but I am waiting on your call. Brenda

On Thursday, November 30, 2017, Renner, Jamie <Jamie.Renner@vermont.gov> wrote:

Yes. I think it would be helpful to speak first. Could you speak at around 930?

-Jamie

From: Brenda Lowther [REDACTED]
Sent: Thursday, November 30, 2017 9:18 AM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Subject: Paperwork

Good morning, Would you be able to write me exactly what you need, as if I could make the trip to Barton early, it would help very much? Thank you, Brenda

Renner, Jamie

From: Renner, Jamie
Sent: Thursday, November 30, 2017 10:13 AM
To: Brenda Lowther
Subject: RE: Paperwork
Attachments: 11-22-17 Ltr to Bill May re Barton Senior Center.pdf

Brenda,

I'm writing just to reiterate what we discussed on the phone:

- My office awaits the information listed in my information request of November 22, attached again here. This includes copies of bank/financial statements from the BSC (immediately prior to dissolution) to understand exactly how much cash/investments the BSC had when it dissolved, a copy of the bank check from BSC to the GBA to understand exactly how much money the BSC has distributed to the GBA; an itemized list of the BSC's assets and how it has distributed each of them or proposes to distribute each them.
- In the meantime, I am trying to understand (1) where the funds (appx \$20k?) that the BSC distributed to the GBA originally came from, to the extent the funds are traceable, and (2) whether there are documents (emails/letters or agreements that accompanied donations, descriptions of grants received, etc.) that show how the donors of these particular funds expected or restricted these funds to be used by the BSC. If the BSC has documents showing where this \$20k originally came from and how donors asked/requested that it be used, please provide me with copies of these documents.
- Finally, I would ask for copies of any correspondences between the BSC and GBA (emails or otherwise) or any agreements between the BSC and GBA relating to the BSC's distribution of assets to the GBA, including correspondences/agreements that reflect any requests or restrictions by the BSC on how these assets were/are to be used.

Thank you again for your cooperation, and please let me know if you have any questions.

-Jamie

Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
Montpelier VT 05609-1001
802-828-5947 (direct)

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THOMAS J. DONOVAN, JR.
ATTORNEY GENERAL

JOSHUA R. DIAMOND
DEPUTY ATTORNEY GENERAL

WILLIAM E. GRIFFIN
CHIEF ASST. ATTORNEY
GENERAL



TEL: (802) 828-3171
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STATE OF VERMONT
OFFICE OF THE ATTORNEY GENERAL
109 STATE STREET
MONTPELIER, VT
05609-1001

November 22, 2017

Mr. William May, Esq.
P.O. Box 303
Barton, VT 05822

Re: Barton Senior Center

Mr. May:

I write to follow up on our conversation this morning. When we spoke, you indicated that the Barton Senior Center (BSC) will be directing all of its assets to Barton Area Senior Services, Inc. (BASSI), and that it has already distributed certain assets to the nonprofit organization Greater Barton Arts (GBA) to hold in escrow for BASSI pending BASSI's obtaining tax exemption pursuant to Section 501(c)(3) of the Internal Revenue Code.

First, it is my understanding that BASSI has received such tax-exempt status. Accordingly, and assuming BSC confirms as much, BSC could (1) distribute its remaining assets to BASSI directly (rather than through GBA) and (2) direct GBA to release assets held for BASSI's benefit to BASSI.

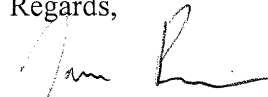
In any event, and so that my Office can ensure that BSC properly disposes of its assets pursuant to 11B V.S.A. § 12.02(g), please provide me with the following information and documents:

- A list of all assets held by the BSC upon dissolution (prior to any asset distributions);
- Copies of any bank/financial statements reflecting assets held by BSC immediately prior to dissolution;
- A description of how BSC intends to dispose of its assets, including a copy of any distribution plan BSC developed pursuant to 11B V.S.A. 14.01(c);
- To the extent that the BSC has already distributed corporate assets, a list of which assets the BSC has already distributed, including:
 - A description of the nature and value of each asset;
 - The name, address, and contact information for the recipient of each asset;
 - A copy of any check reflecting any cash distributions to date.

As I mentioned on the phone, a Barton Chronicle article dated October 4, 2017 (“Senior Center closes abruptly”) suggests that “all the computers... were taken out of the [BSC] office last week,” and that CDs held by BSC had been cashed. Please ensure that the asset list you provide our Office accounts for these items, to the extent the Chronicle’s representations were accurate.

As you indicated that I could contact Ms. Lowther directly, I have cc’d her on this correspondence to expedite your collective ability to respond to this request. Please let me know if you have any questions regarding the requested information.

Regards,



Jamie Renner
Assistant Attorney General

Renner, Jamie

From: Renner, Jamie
Sent: Friday, December 01, 2017 12:05 PM
To: Adrien Helm
Subject: RE: BSC Distribution

Adrien,

Your message was clear, and I plan on sending you questions in writing. Your first message had also welcomed me to call you. If you're willing to indulge me, I think a phone call might be helpful at least in terms of allowing me to provide you some potentially useful context for why we have questions for the GBA at all, and what we're ultimately most interested in learning about. We don't need to get into the questions themselves. I'd be interested to introduce myself in person, as well. Letter writing can be unhelpfully impersonal. Of course, if you prefer to wait for written questions, I'm happy to take that course. Let me know.

Thanks,
Jamie

From: Adrien Helm [REDACTED]
Sent: Friday, December 01, 2017 11:52 AM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Subject: Re: BSC Distribution

Mr. Renner,

That is the correct number. I believe my message is clear that I request that you send/email me your questions in writing so that I may give you full and complete answers.

Best,
Adrien Helm

On Fri, Dec 1, 2017 at 10:41 AM, Renner, Jamie <Jamie.Renner@vermont.gov> wrote:

Adrien,

Thanks for the call this morning. I tried to call you just now at [REDACTED]. Is that the right number? Please feel free to call me at your convenience. I'll be in and out of my office all day and hope to connect.

-Jamie

From: Adrien Helm [REDACTED]
Sent: Thursday, November 30, 2017 4:28 PM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Subject: Re: BSC Distribution

Mr. Renner,

I would be happy to speak to you in the morning.

On Thu, Nov 30, 2017 at 12:05 PM, Renner, Jamie <Jamie.Renner@vermont.gov> wrote:

Adrien,

Thanks for the call this morning. Unfortunately, I'm held up in meetings today. Are you available to speak anytime tomorrow?

-Jamie

Jamie Renner

Assistant Attorney General

Office of the Vermont Attorney General

109 State Street

Montpelier VT 05609-1001

802-828-5947 (direct)

"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."

Edward Everett Hale

--
Adrien

"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."

Edward Everett Hale

Renner, Jamie

From: Renner, Jamie
Sent: Monday, December 04, 2017 8:39 AM
To: Brenda Lowther
Subject: RE: Information

See you then. Remember to bring ID.
-Jamie

From: Brenda Lowther [REDACTED]
Sent: Friday, December 01, 2017 6:06 PM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Subject: Re: Information

Yes, thank you. I will be there at one. Brenda

On Friday, December 1, 2017, Renner, Jamie <Jamie.Renner@vermont.gov> wrote:

1p on Monday works for me. Does that work for you?

In terms of parking, you can park:

- Anywhere along State Street (in front of the Attorney General's Office). Most street meters in town accept credit cards now.
- In the public lot (off of State Street) next to the Capital Plaza Hotel (and across the Street from the Post Office).
- You can try to find non-metered parking along Court St, which is close to our building.

Our building (109 State Street) is relatively easy to find. There is a sign out front that says "Pavilion Office Building, 109 State Street). It has some stand-out features, as well. It's 4-5 stories tall and the first two stories have white covered wrap-around porches. The VT Historical Museum is on the first floor. The entrance to the Attorney General's Office isn't on State Street. It's on Gov. Davis Ave, which runs by the side of the building.

When you enter, just tell security who you are (and bring ID) and tell them you're here to see me. They'll call me and I'll come down and get you. If you need any help carting papers from your car to the building, let me know and we can find a way for me to help you do that.

My phone number is 802-828-5947.

-Jamie.

From: Brenda Lowther [REDACTED]
Sent: Friday, December 01, 2017 9:22 AM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Subject: Re: Information

Would Monday afternoon be ok? One or anytime thereafter. I will be glad to get parking ideas! Thank you, Brenda

On Friday, December 1, 2017, Renner, Jamie <Jamie.Renner@vermont.gov> wrote:

Brenda,

Thank you for offering to come in. It would certainly be helpful if we could walk through the papers together and you could explain what they were and answer any questions I have about them. Either Monday or Tuesday works for me, except Monday from 930-11a. Please let me know what day/time is best for you.

We're at 109 State Street in Montpelier. Once we firm up plans, I'll provide more visiting information (parking, etc.).

Thank you again for offering to visit.

Regards,

Jamie

From: Brenda Lowther [REDACTED]
Sent: Friday, December 01, 2017 8:39 AM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Subject: Information

Good Morning. Would it be possible for me to bring the information that I obtained from the files to your office? Since I no longer have access to a copier and there are quite a stack of papers, it would save the steps of my copying and mailing. I asked the accountant to send you Community Bank info.; the Helms to send you their promises of senior services and I have much of the rest. Also, if you have someone who could look at the copies, there might be many that you are not interested in.

I could come Monday or later today, if that would be possible. Thank you for your help, Brenda

Renner, Jamie

From: Renner, Jamie
Sent: Monday, December 04, 2017 9:26 AM
To: Graves, My-Lanh
Subject: Visitor today

My-Lanh,

Brenda Lowther is visiting me from 1-3p today regarding the Barton Senior Center. Could you let security know? Also, could you please reserve a room for us?

-Jamie

Renner, Jamie

From: Renner, Jamie
Sent: Tuesday, December 05, 2017 12:10 PM
To: Adrien Helm
Subject: Info. Request re Barton Senior Center distribution
Attachments: 12-5-17 Letter to GBA.pdf

Dear Ms. Helm:

As follow up to our phone call last week, please see the attached information request. If I can be of assistance in clarifying/narrowing what I'm looking for, please do not hesitate to call me at 802-828-5947.

Ms. Brenda Lowther indicated to me that, through email, she had made representations to Mr. Helms, and/or Mr. Helms had made representations to her, regarding how assets transferred from BSC to GBA were to be used – hence, my request on that front.

Again, please let me know if you have any questions.

Regards,
Jamie

Jamie Renner
Assistant Attorney General
Office of the Vermont Attorney General
109 State Street
Montpelier VT 05609-1001
802-828-5947 (direct)

THOMAS J. DONOVAN, JR.
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JOSHUA R. DIAMOND
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STATE OF VERMONT
OFFICE OF THE ATTORNEY GENERAL
109 STATE STREET
MONTPELIER, VT
05609-1001

December 5, 2017

Ms. Adrien Helm
Greater Barton Arts



Re: Barton Senior Center

Dear Ms. Helm:

I write to follow up on our telephone conversation of December 1st, 2017. As I relayed then, and as I have indicated in prior communications to Greater Barton Arts (GBA), the Vermont Attorney General is responsible for ensuring that Vermont public benefit corporations distribute their assets appropriately when dissolving. Namely, we seek to ensure that charitable organizations direct their assets in manners consistent with their charitable purposes.

To that end, we request that GBA provide us with the following information:

- A description of what assets the BSC has transferred to GBA to date;
- A copy of a GBA bank/financial statement reflecting any funds received from the BSC;
- A copy of any escrow agreement between (1) GBA and BSC and/or (2) GBA and its bank related to any assets received by the GBA from the BSC;
- A description of GBA's proposed use for any assets received from the BSC;
- A description of GBA's historic/current senior-focused programming, if any;
- A copy of any written communications (emails or otherwise) or written agreements between the BSC (directors and/or staff) and GBA (directors and/or staff) regarding how any assets transferred from the BSC to the GBA are to be used.

Please let me know if you have any questions. Finally, as mentioned before, we request that GBA refrain from disposing of any assets received from the BSC until we have completed reviewing this matter.

Regards,

A handwritten signature in black ink, appearing to read "Jamie Renner".

Jamie Renner
Assistant Attorney General

Renner, Jamie

From: Meg Burmeister <MBurmeister@nekcouncil.org>
Sent: Tuesday, December 05, 2017 3:46 PM
To: Renner, Jamie
Cc: Lallie Mambourg
Subject: Fw: Barton Senior Center
Attachments: Request to transfer assets to attorney Bill May.DOCX

Importance: High

Jamie,
adding this to what we've sent.
Meg

From: Cathy Swain <cathymswain@gmail.com>
Sent: Tuesday, December 5, 2017 6:48 AM
To: Lallie Mambourg
Cc: Meg Burmeister
Subject: Barton Senior Center

Lallie,
Please feel free to share with the Attorney General's office the attached letter that I sent to Bill May in October. This letter was completely ignored, no response at all!!

Best, Cathy S
[REDACTED]
[REDACTED]

*BARTON AREA SENIOR SERVICES INC.
PO BOX 133
BARTON VT 05822*

October 25, 2017

VIA EMAIL

May and Davies
Attn: Bill May
info@maydavies.net
424 Main St #C
Barton, VT 05822

Dear Mr. May:

I was told by Brenda Lowther that you are handling the legal dissolution of The Barton Senior Center corporation. As you must know, the precipitous closing of the meal site is especially troubling to Barton area seniors.

Last week a group of concerned private citizen volunteers, including myself as incorporator, formed Barton Area Senior Services Inc. (BASSI), a non-profit public benefit corporation registered with the State of Vermont, and filed with the IRS requesting exemption from Federal Income Tax under provisions of IRC Section 501(c)(3) on 10/19/2017. Our new mailing address is PO Box 133, Barton VT 05822.

BASSI is a charitable organization organized and operated exclusively for exempt purposes set forth in IRC section 501(c)(3), and none of its earnings may inure to any private shareholder or individual. It may not attempt to influence legislation as a substantial part of its activities, and it may not participate in any campaign activity for or against political candidates. BASSI's purposes, missions, goals, functions and constituents are consistent with and substantially similar to those of The Barton Senior Center. BASSI's purpose is:

- To promote and support the interests and independence of all senior citizens in the greater Barton area.
- To provide information about aging and related services for older adults, their families, and community, and to act as liaison between the elderly and agencies engaged in programs designed to promote health, welfare and the enrichment of life for the aging.
- To provide social, cultural, educational, and wellness activities on a regular basis.
- To provide a hot congregate meals program in a social setting, and may deliver hot prepared meals to shut-ins.

BASSI Directors are requesting a complete and full accounting of all assets and activities since the Center closing, with its last event hosted on September 29th. We are also requesting that the assets of The Barton Senior Center, including cash, furniture, kitchen, office, electronic and other equipment be transferred expediently to BASSI as its legitimate successor.

We expect to contract ASAP with the NEK Council on Aging and the Food Bank for critical support, and with Barton Village for access to the Barton Memorial Building Hall and commercial kitchen space, so that we can resume meal site services to area seniors in the shortest possible time.

BARTON AREA SENIOR SERVICES INC.
PO BOX 133
BARTON VT 05822

All BASSI volunteer directors have past history of community service and with The Barton Senior Center, some as Board members and/or officers. They represent a complementary range of skills and experience with senior meal site and non-profit organization and management. All but one are seniors, and all have a passion for serving area seniors with meals, activities, and other critical services. None will receive any financial benefit from serving this new entity. Several people have already indicated interest in key positions that we will post and recruit as soon as we have funds to hire, and many others have expressed willingness to volunteer in various roles to support the effort.

Thank you for your prompt response.

Sincerely,

Cathy Swain, President, Barton Senior Services Inc. (BASSI)



CC via email: Carolyn Greaves Esq., Gensburg, Atwell, and Greaves
Mary Ann Royer, Vice President and Director, BASSI
Catherine Reinstein, Secretary and Director, BASSI
Patricia Tompkins, Treasurer, BASSI
Dolores Chamberlain, Director, BASSI
Dara Wiseman, Director, BASSI
Richard Jesmer, Director, BASSI
Meg Burmeister, Executive Director, Northeast Kingdom Council on Aging
Lallie Mambourg, Nutrition Director, Northeast Kingdom Council on Aging

Renner, Jamie

From: Renner, Jamie
Sent: Monday, April 02, 2018 2:36 PM
To: 'Meg Burmeister'
Subject: RE: Barton Senior Center

9a?

From: Meg Burmeister <MBurmeister@nekouncil.org>
Sent: Monday, April 02, 2018 2:32 PM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Subject: RE: Barton Senior Center

I'm in all day tomorrow with only one meeting at 11.
Let's connect tomorrow if that works for you...name the time.
Meg

Meg Burmeister
Executive Director
Northeast Kingdom Council on Aging
481 Summer St.
St. Johnsbury, VT 05819
802-473-4999 (direct line)
802-748-5182 (main number)



Find our daily events here:  Like us before you need us!

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Shop at <https://www.goodsearch.com/goodshop> via we receive a donation.



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From: Renner, Jamie <Jamie.Renner@vermont.gov>
Sent: Monday, April 02, 2018 2:17 PM
To: Meg Burmeister <MBurmeister@nekouncil.org>
Subject: RE: Barton Senior Center

Meg,

Do you have a minute to chat regarding this matter and me potentially visiting an upcoming case manager meeting?

-Jamie

From: Meg Burmeister <MBurmeister@nekouncil.org>
Sent: Wednesday, January 10, 2018 11:50 AM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Subject: RE: Barton Senior Center

Hi Jamie,
Any update on this?

Meg Burmeister
Executive Director
Northeast Kingdom Council on Aging
481 Summer St.
St. Johnsbury, VT 05819
802-473-4999 (direct line)
802-748-5182 (main number)



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From: Renner, Jamie [<mailto:Jamie.Renner@vermont.gov>]
Sent: Tuesday, December 05, 2017 3:47 PM
To: Meg Burmeister <MBurmeister@nekouncil.org>
Cc: Lallie Mambourg <lmambourg@nekouncil.org>
Subject: RE: Barton Senior Center

Received. Thanks.
Jamie

From: Meg Burmeister [mailto:MBurmeister@nekouncil.org]
Sent: Tuesday, December 05, 2017 3:46 PM
To: Renner, Jamie <Jamie.Renner@vermont.gov>
Cc: Lallie Mambourg <lmambourg@nekouncil.org>
Subject: Fw: Barton Senior Center
Importance: High

Jamie,

adding this to what we've sent.

Meg

From: Cathy Swain [REDACTED]
Sent: Tuesday, December 5, 2017 6:48 AM
To: Lallie Mambourg
Cc: Meg Burmeister
Subject: Barton Senior Center

Lallie,

Please feel free to share with the Attorney General's office the attached letter that I sent to Bill May in October. This letter was completely ignored, no response at all!!

Best, Cathy S

[REDACTED]

[REDACTED]

Renner, Jamie

From: Lallie Mambourg <lmambourg@nekcouncil.org>
Sent: Wednesday, December 06, 2017 2:55 PM
To: Renner, Jamie
Subject: 2 more pieces for Barton Sr. Ctr.
Attachments: Fwd: Greater Barton Arts Update; Equipment list.pdf

Hello Jamie...My boss, Meg Burmeister, is out of town until Friday, and she wasn't sure that she had forwarded the letters written on behalf of Greater Barton Arts, Inc. by Adrien Helm who along with her husband, Ed, have established this 501c3. An interesting side note is that they reside in the south during the winter months.

Thank you so much for any assistance you can provide on behalf of seniors living in the Barton community, Jamie!

Lallie Mambourg | Nutrition Director
Northeast Kingdom Council on Aging
481 Summer Street | Suite 101 | St. Johnsbury, VT 05819
Ph: 802-473-4046 www.NEKCouncil.org



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