

SAUNDERS HOUSE STEWARDSHIP COMMITTEE
Monday, September 18th, 10:30 am
Byers-Davidson Room, Saunders House
88 Middle Street, Gloucester, MA

Attendance:

Mern Sibley (Chair), Prudence Fish, Jane Mead, Bill Remsen, David Rhineland, Katelynn Vance, and guest Paul McGeary (Building Committee member)

1. Approval of minutes of August 7, 2017 (special meeting) and August 21, 2017
 - a. August 7: David moved, Jane seconded and the minutes were approved.
 - b. August 21: David moved, Jane seconded and the minutes were approved.
2. New Business
 - a. Summary by Meredith Fine – written version (see attached).
 - i. Charged the Corporation with making decisions and shaping a definition of the Library.
 - ii. Discussion: The language of the deed is open to interpretation and it might be advisable to get a second opinion.
 - iii. Mern will share Meredith’s commitment letter with the Committee (see attached).
 - b. Where SHSC fits in the structure of the Corporation:
 - i. It is currently an *ad hoc* committee of the Board. The group discussed the pros and cons of aligning themselves with the Building Committee instead.
 - ii. Discussed creating a budget and joining Associated Grant Makers of Massachusetts for access to funding opportunities.
 1. The mission statement: Wendy Quinones of the Corporate Communications Committee requested a mission statement from the Committee. Jane suggests this cannot be completed until the Board gives a clearer indication of what the Committee is tasked with.
3. Presentation of Bill Remsen’s two proposals for funding to the SFL Board is on the agenda for the September 19th meeting (Saunders House ADA Compliance Space Usage).
 - a. John Brennan (Board Chair) and Deborah Kelsey would like Bill to be a sub-contractor of Dorr & Whittier.
 - i. Bill requested his proposals be tabled for now while questions about the Building Plan are worked out.
 - ii. Mern moved that Bill’s two proposals (already approved by the SHSC) be tabled at this point for further consideration. Bill seconded and the Committee agreed to table the proposals.

4. Other
 - a. At tomorrow's Board meeting Mern will explain Meredith's findings.
 - b. 501(c)3 status. Mern talked to the IRS re: the Gloucester Lyceum and Sawyer Free Library non-profit status. They will send an affirmation letter. She also filled out a form requesting a letter of determination; that takes 60 days to receive. They will also provide supporting documents.
 - i. There was follow-up discussion on necessary filings to the state.
 - c. Environmental Health & Engineering (EH&E) report
 - i. The report did not address radon.
 - d. Pru brought a document from May 31, 1878 describing the ownership of the house and some of the features and history.
5. 12:30 There being no further business, Jane moved to adjourn and Mern seconded. The meeting was adjourned.

Respectfully submitted, Tracy Bowen

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April 3, 2017

Fred Cowan, President
Gloucester Lyceum & Sawyer Free Library Inc.
2 Dale Avenue
Gloucester, MA 01930

Re: Engagement

Dear Fred:

It was a pleasure to meet with you and Mern recently. The purpose of this letter is to propose a plan to create a separate non-profit entity to manage the Saunders House.

You, as the client, are responsible for setting the goals and budget for this representation. You have sole authority to make binding decisions on any matter related to my work for you. You may discharge me at any time for any reason. You have a right to your file at any time.

I am responsible for designing and executing the strategy for this representation, within your guidelines. I have a duty to keep you informed of my progress. I may withdraw from this representation at any time for any reason. I will give you six months notice before disposing of your file.

My hourly rate is \$250, billed in quarter-hour increments. For certain matters, you may be expected to pay filing fees, copying charges, travel expenses, and other miscellaneous expenses. I shall consult with you prior to incurring any costs and expenses in excess of \$100.

It is my understanding that you will be appointing a committee to draft bylaws for the new entity. I would assist the committee with strategic advice as well as drafting documents including the bylaws, the 501(c)(3) application, creating the corporation, and miscellaneous related tasks. I estimate that this process will take six months.

My policy is to return clients' phone calls and e-mails within 24 hours. I generally do not charge clients for short phone calls or e-mails but I usually will charge for phone calls and e-mails that involve giving substantive legal advice. Please do not forward my e-mails to anyone else.

I anticipate a harmonious and productive relationship. In the unlikely event of a dispute between us that we cannot resolve through good-faith negotiations, we agree that nonbinding arbitration by the American Arbitration Association would be the first forum of choice, followed by the Essex Superior Court or the Massachusetts Bar Association Fee Arbitration Board. You may also contact the Massachusetts Office of the Bar Counsel at (617) 728-8750 if you have any questions or concerns about my conduct.

If you agree with the terms of this engagement, please sign and return one copy of this letter to me no later than ten (10) days from the date of this letter.

Thank you for the opportunity to assist you. I am looking forward to working with you and the Library's leadership on this exciting project.

AGREED AND ACKNOWLEDGED:

Meredith A. Fine

Date: _____

GLOUCESTER LYCEUM & SAWYER FREE LIBRARY INC.

President, Fred Cowan

Date: _____ By its

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September 12, 2017

Mern Sibley, chair
Saunders House Committee
Sawyer Free Library
2 Dale Avenue
Gloucester, MA 01930

RE: Use of Saunders House

Dear Mern:

You have asked me to summarize a presentation I made to your committee in June regarding the allowed uses of the Saunders House. The following is my report:

The real property of the Gloucester Lyceum & Sawyer Free Library Inc. comprises four parcels. The oldest parcel was transferred by Samuel Sawyer in 1884 to a trust that became the current corporation. Three later-acquired parcels are used mostly for parking. The use of the three newer parcels is unrestricted except for zoning and is not the subject of this analysis.

In March 1967, the Massachusetts legislature allowed the Library trustees to transfer the real estate to the City of Gloucester in order to accept city funds to construct an addition. A few weeks later, the property was transferred back to the Trustees. The deed referred to the aforementioned legislation, Chapter 257 of the Acts of 1966, stating that the real estate shall be held in trust **“for the purpose of operating and maintaining a public library in the city of Gloucester to be known as the Gloucester Lyceum and Sawyer Free Library for the benefit of said corporation, the city of Gloucester, and the inhabitants of the city of Gloucester.”** See Attachment A.

Two years later, in November 1969, the Trustees transferred the real estate to a corporation. The deed referred to a decree from the Essex County Probate Court that said, in part, “[T]he premises herein described are conveyed ... for the benefit of the City of Gloucester and the inhabitants of said City **for the purpose of operating and maintaining a public library in the City of Gloucester to be known as the Gloucester Lyceum and Sawyer Free Library.**” See Attachment B.

The Saunders House, which was the only structure on the property at the time of these transfers, is still governed by this language. However, there is some flexibility in defining the terms “operating,” “maintaining,” and “public library.”

Under the city’s zoning ordinance, the following are allowed uses in the Central Civic District:

One- and two-family residences; public, religious, or other non-profit schools, buildings or uses; municipal use; nursery school or day care; trade school or industrial training center; business or commercial school; philanthropic institution; office building of less than 2,500 square feet; bank; funeral home; restaurant without outdoor seating.¹

Other uses are allowed by special permit.

The question arises: Must the Saunders House be used solely to provide direct library services or can the property be used for non-library services that support to corporation’s mission? While statutory language must be given its usual and natural meaning, “it is a well-established canon of statutory construction that a strictly literal reading of a statute should not be adopted if the result will be to thwart or hamper the accomplishment of the statute’s obvious purpose, and if another construction which would avoid this undesirable result is possible.”²

In this case, if the Saunders House cannot be used for direct library services for either financial or practical reasons, then the language of the statute could fairly be read as “operating or maintaining a public library.”³ Whether the Saunders House can be used for direct library services is a policy question for the corporation.

I conclude the following:

1. The Saunders House cannot be severed from the library. It must perform a function that supports the operation and/or maintenance of the library.
2. If the Saunders House cannot be used to provide direct library services, then other uses allowed under the zoning ordinance may be utilized as long as those uses support the library function. For example, the corporation could rent office space or operate a café in the Saunders House as long as the profits accrued to the library.
3. The definition of a public library has evolved since Mr. Sawyer transferred this property in 1884. The corporation’s definition of a public library would help shape how the

¹ This is not a complete list. I did not include some uses that are clearly not relevant.

² Watros v. Greater Lynn Mental Health and Retardation Ass’n, Inc., 653 N.E.2d 589, 593 (Mass. 1995)

³ “There is ample precedent for construing the word ‘and’ disjunctively in order to further a recognized legislative purpose.” Town of Somerset v. Dighton Water Dist., 200 N.E.2d 237, 239 (Mass. 1964)

Saunders House is used. I draw your attention to the current mission stated in the Library's strategic plan, attached here for your convenience as Attachment C.

Please let me know if you have questions or wish to discuss this matter further. Thank you for this interesting assignment.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Meredith A. Fine".

Meredith A. Fine

A

Chap. 257. AN ACT RELATIVE TO THE TRANSFER OF CERTAIN PROPERTY OF GLOUCESTER LYCEUM AND SAWYER FREE LIBRARY AND OF CERTAIN PROPERTY HELD FOR THE BENEFIT OF SAID CORPORATION TO THE CITY OF GLOUCESTER FOR THE BENEFIT OF ITS INHABITANTS.

Be it enacted, etc., as follows:

SECTION 1. The Gloucester Lyceum and Sawyer Free Library, a nonprofit corporation located in the city of Gloucester and organized under the laws of the commonwealth, may by a vote of its board of directors, and when authorized by decree of the probate court in and for the county of Essex, or any other court of competent jurisdiction, convey and transfer to the city of Gloucester all of its property, both real and personal; and the board of trustees of the Gloucester Lyceum and Sawyer Free Library existing as a self-perpetuating board under the deed of trust of Samuel E. Sawyer et ux to John James Babson and others as trustees, dated the twenty-sixth day of April, 1884, recorded Essex South District, Registry of Deeds, Book 1127, Page 223, may by vote of said board of trustees, and when authorized by decree of the probate court of the county of Essex, or any other court of competent jurisdiction, convey and transfer to the city of Gloucester all of the property, both real and personal, set forth in said deed of trust. Upon or at any time after both of such conveyances and transfers the city of Gloucester is authorized by a two thirds vote as defined in section one of chapter forty-four of the General Laws, without regard to the provisions of sections fifteen and fifteen A of chapter forty of the General Laws, to reconvey and retransfer to said corporation in trust all the property conveyed and transferred to it by the corporation and to reconvey and retransfer to said board of trustees under said deed of trust all the property conveyed and transferred to it by said trustees. Said properties shall thereafter be held by said corporation and trustees, respectively, in trust for the purpose of operating and maintaining a public library in the city of Gloucester to be known as the Gloucester Lyceum and Sawyer Free Library for the benefit of said corporation, the city of Gloucester and the inhabitants of the city of Gloucester. The corporation and trustees shall hold all of their property, whether real or personal, and the corporation shall use all said property and all funds that may be held by them or in trust for the corporation, subject to any existing limitations on the use of principal, including funds which may thereafter be acquired by it or by trustees for it by grant, gift, devise, bequest, public subscription or municipal appropriation for the operation and maintenance of such library.

SECTION 2. Nothing in this act shall be deemed to alter or impair any trust created for the benefit of said Gloucester Lyceum and Sawyer Free Library and existing on the effective date of this act or any devise, bequest, conveyance or gift heretofore made to said Gloucester Lyceum and Sawyer Free Library except as the same may be validly affected by the decree or decrees referred to in section one.

SECTION 3. The probate court in and for the county of Essex, or any other court of competent jurisdiction, in addition to having jurisdiction hereby conferred to authorize the transfer of the property referred to in section one, shall have jurisdiction to determine the effect if any, of the transfer and retransfer contemplated in section one upon any trust

created for the benefit of said Gloucester Lyceum and Sawyer Free Library or upon any devise, bequest, conveyance and gift heretofore made to said Gloucester Lyceum and Sawyer Free Library notwithstanding the fact that questions raised in any such proceedings may be premature and involving no present controversy.

SECTION 4. Said corporation shall be deemed agent of the city of Gloucester and the members, the board of directors and officers of the Gloucester Lyceum and Sawyer Free Library, as constituted at the time of the passage of this act and as subsequently constituted, shall be deemed public officers for the proper execution of the trust provided for in section one. The affairs of the corporation including the execution of the trust provided for in section one shall be managed as provided in the by-laws of the corporation as the same may be amended from time to time.

SECTION 5. After the transfer and retransfer of the property provided for in section one and for the purpose of aiding the Gloucester Lyceum and Sawyer Free Library to construct, originally equip and furnish an addition to its present library building or an additional building for supplemental library space on the land now held in trust for the purposes of the trust provided in section one, the city of Gloucester may appropriate, transfer from available funds, or by a two thirds vote, as defined in section one of chapter forty-four of the General Laws, may borrow from time to time within a period of ten years of the passage of this act, or use any or all said methods, to provide such sums as may be necessary not exceeding, in the aggregate, two hundred thousand dollars and may issue bonds and notes therefor which shall bear on their face the words, Gloucester Lyceum and Sawyer Free Library Loan, Act of 1966. Each authorized issue shall constitute a separate loan and such loans shall be paid in not more than twenty years from their dates. Indebtedness incurred under this act shall be outside the statutory limit, and shall, except as herein provided, be subject to the provisions of chapter forty-four of the General Laws, excluding the limitation contained in the first paragraph of section seven thereof.

SECTION 6. This act shall take effect upon its passage.

Approved May 10, 1966.

Chap. 258. AN ACT ENABLING INCORPORATED RELIGIOUS ORGANIZATIONS AFFILIATED WITH UNITARIAN UNIVERSALIST ASSOCIATION TO CONSOLIDATE.

Be it enacted, etc., as follows:

SECTION 1. As used in this act, (a) "constituent corporation" means a religious organization, incorporated under the provisions of general laws or any special law, which is a member of or affiliated with Unitarian Universalist Association, a Massachusetts corporation; and (b) "consolidated corporation" means the new organization with corporate status resulting from the combining of two or more constituent corporations under the provisions of this act.

SECTION 2. Any two or more constituent corporations may consolidate in the manner specified in this act. The consolidated corporation shall in all respects be a continuation of each of such constituent corporations.

KNOW ALL MEN BY THESE PRESENTS That we, JOSEPH A. BOYER, CHARLES W. LOWRIE, WALDON J. ANDERSON, JAMES H. BAGSHAW, TEMPLE A. BRADLEY, RICHARD V. HUNT and ARTHUR N. SMITH, all of Gloucester in said County of Essex, being as they are successor trustees under an Indenture of Trust from Samuel E. Sawyer to John James Babson et al, dated April 26, 1884, and recorded in Book 1127, Page 223 in the Essex South District Registry of Deeds, for the benefit of Gloucester Lyceum and Sawyer Free Library, a Massachusetts charitable corporation, situated in said Gloucester, by virtue of the power granted by the Essex County Probate Court by decree dated November 3, 1969 (Equity No. 518) and every other power, without consideration, grant to GLOUCESTER LYCEUM AND SAWYER FREE LIBRARY, a Massachusetts charitable corporation, located at No. 88 Middle Street in said Gloucester, without COVENANTS, a certain parcel of land with the buildings thereon, situated at the corner of Middle Street and Dale Avenue in said Gloucester, containing 29,944 square feet and being bounded and described as follows:

Beginning on the northerly side of Middle Street at the corner of land belonging to Congregation Chevres Avath Achim, formerly of the "First Parish Church", thence by said Middle Street easterly 65 feet 5 inches to a point on said street; thence northerly on the arc of a circle, the radius of which is 12 feet, a distance of 18 feet, 8 inches to a point on said Dale Avenue; thence by the westerly side of said Dale Avenue North 2° 30' East, 225 feet to a drill hole in an embankment wall; thence by land of the City of Gloucester, formerly of Herman E. and Sarah M. Davidson and the City of Gloucester, westerly on a straight line 184 feet to an angle in Mason Street and at the corner of land now belonging to Rosario and Kathleen J. Giamanco, formerly of H. N. Andrews; thence by land of said Giamanco southerly 111 feet to land now of Congregation Chevres Avath Achim, formerly of the "First Parish Church", thence by land of said Congregation Chevres Avath Achim, easterly 100 feet 9 inches to the southwest corner of a stone post; thence southerly by land of said Congregation Chevres Avath Achim, a distance of 124 feet 4 inches to the first bound on said Middle Street, containing 29,944 square feet as shown by the survey of John S. Webber.

Being the same premises described in deed of Samuel E. Sawyer to John James Babson et al, dated April 26, 1884, recorded in Essex South District Deeds, Book 1127, Page 223. Reference may also be had to two deeds recorded with said Registry, Book 5434, Page 231 and 235.

In accordance with the provisions of said decree of the Essex County Probate Court hereinbefore referred to this conveyance is made upon the condition that the premises herein described are conveyed to the grantee for the use of the grantee and for the benefit of the City of Gloucester and the inhabitants of said City for the purpose of operating and maintaining a public library in the City of Gloucester to be known as the Gloucester Lyceum and Sawyer Free Library.

WITNESS our hands and seals this 6th day of November, 1969.

Joseph A. Boyer
Joseph A. Boyer

Charles W. Lowrie
Charles W. Lowrie

Waldon J. Anderson
Waldon J. Anderson

James H. Bagshaw Trustees
James H. Bagshaw as
aforesaid

Temple A. Bradley
Temple A. Bradley

Richard V. Hunt
Richard V. Hunt

Arthur N. Smith
Arthur N. Smith

Commonwealth of Massachusetts

Essex, ss.

Gloucester,

Nov. 6.

1869.

Then personally appeared the above named Charles W. Lowrie, Trustee as aforesaid, and acknowledged the foregoing instrument to be his free act and deed, before me,

John Henry Jones
 Notary Public
 My Commission expires:
 NOTARY PUBLIC
 MY COMMISSION EXPIRES
 APR. 23, 1873



Essex ss. Recorded Nov. 24, 1869. 15 m. past 10 A.M. #63

VISION

To be fully relevant as the needs of Gloucester's public evolve.

MISSION

The mission of the Gloucester Lyceum and Sawyer Free Library is to inspire lifelong learning, foster intellectual curiosity, and strengthen our community by:

1. Actively promoting the open exchange of ideas;
2. Providing inviting and attractive physical and virtual spaces that encourage connections among people of all ages;
3. Acquiring and maintaining collections that celebrate the history of Gloucester;
4. Collaborating with community partners to better serve a more diverse population; and
5. Sustaining an environment for the Library staff that nurtures creative thinking and problem-solving.

GOALS

To fulfill its mission, the Sawyer Free Library commits to six goals:

1. Actively promote education and learning through collaboration with local schools and other educational, cultural, and civic organizations.
2. Bridge the digital divide by supporting technology access and literacy.
3. Reconfigure the Library space to be more welcoming and to better serve community and individual needs.
4. Sustain an environment for the Library staff that nurtures creative thinking and problem solving, and focuses on customer service.
5. Celebrate the history and culture of Gloucester through our collections and programs.
6. Increase public awareness of Library services and opportunities.