

CLARENCE SENIOR CITIZENS, INC.

4600 THOMPSON ROAD

CLARENCE, NY 14031

REGULAR BOARD MEETING

Date: August 12, 2010

Meeting called to order at 9:00 am by Chair Bill Westley.

ROLL CALL

PRESENT: Jim Blum, Tony Bylewski, Jackie Carpenter, Paul Corbelli, Norm Kirchner, Rosemond Ruhland, Edna Scherf (out 11:10am), Neil Struebing, Janet Vito, Bill Westley, Darrell Young.

EXCUSED: Roselle LaBruna,

Executive Director: Karla Madrid

Town Board Liaison: Bernie Kolber (in 9:18am, out 10:30am)

PLEDGE OF ALLEGIANCE - Mission Statement - Rosemond Ruhland

SECRETARY'S REPORT- Jim Blum

July 8, 2010 Minutes - Minutes were distributed. Proposed corrections by one member have been incorporated except that one item suggested to be deleted was corrected and kept. Motion to approve July 8, 2010 minutes draft #2 made by Jim Blum. Second by Janet Vito. Motion carried unanimously.

TREASURER'S REPORT - Darrell Young

July Report reviewed, received and referred for audit. Treasurer comment that Travel funds are not part of our available funds.

CHAIRPERSON'S REPORT - Bill Westley

No specific items to report on at this time. Items covered by later agenda items.

EXECUTIVE DIRECTOR'S REPORT - Karla Madrid

COF 08/12/2010

As of 07/31/2010 - paid members 1,130; total van mileage 99,141.

Month of July - new members 11; total attendance 2,256; meals served 1,134; van riders 239; van miles 2,030

Membership - Is going up. Total attendance was down but there was one less day in July this year accounting for most of it.

NYS Office for Aging Grant - Through Senator Ranzenhofer. \$5,000 of the grant contract authorizing a total of \$10,000 to cover \$5,000 for updating office computers and \$5,000 for new banquet tables has been received. With the Board's approval we would like to order computers for the offices.

Discussion ensued regarding the way we have handled grants for computers in the past and the current plan.

Discussion included planning aspects related to needs, new operating system 7 will require some new software and is it covered by the funds, current issues with the computer systems, Dave Shupp - computer consultant and two members of the Planning Committee have reviewed the plan with the Office Manager, we don't have the speed and space to do what we need, Planning Committee currently doing an audit of staff and member computers. Purchase should be put on hold until audit completed to assure needs are met for staff and center members. coordination of the plan with plans for member computer use and training, Information can be sent to the large screen in the card room from a PC for member training, why will all funding be used for office computers rather than share with member computers, Dave Shupp will probably decide to take best one or two from the office and move for member use, can we buy all the items needed within the grant amount, how many bids do we have, might be direct buy over the Internet to get lowest price, and a desire to buy locally to support those who support us. Time Warner will be the internet provider. Executive Director reminded that the grant was to replace computer equipment for the offices. The office needs upgrades to meet our needs.

Motion that we authorize the staff to proceed to use the grant money with the plan that they have developed to purchase computers replacing the computers in the office which is the primary objective made by Jim Blum. Second by Darrell Young. Voting aye (9) Blum, Bylewski, Carpenter, Corbelli, Kirchner, Ruhland, Scherf, Struebing, Young. Voting nay (0). Voting abstain (1) Vito. Motion carried.

Pilate Classes - Clarence Recreation Department began offering them at the Center on Monday nights.

Rotary Membership - Executive Director (ED) progressed from associate member to full member on July 23. ED relationships with the Rotary members is very beneficial to the Center.

Community Day & Open House (Friday, August 27 - 4 to 8pm)) - Executive Director hoping that Board members will attend. We expect a lot of people. Includes music, free hot dog and chips, other local organizations. Flyers are available to be put up.
Comment - invite the politicians.

Senior Center Shirts - Available for \$15. They include embroidered name of the Center. Hoping Board members will buy them.

TOWN BOARD LIAISON REPORT - Bernie Kolber

Parking Lot - Highway Department needs to do the sealing and striping within the next couple of weeks due to weather. They will also pave exit and entrance aprons to smooth the bumps to the highway. Funds are available in the Parks budget to cover the cost. Comment to avoid the date of the Community Day & Open House (8/27).

Youth Van - There has been discussion of using a portable step rather than a running board as an assist for seniors in entering and exiting the van. There will be follow up toward a solution allowing full utilization of the van by the Town. Town Board wants Youth, Recreation and Senior Center to work this out (Liaison comment during Planning Committee report).

COMMITTEE REPORTS

FINANCE - Janet Vito

COF 7/27/2010, Draft 8/4/2010

June 2010 Financials - Motion to approve from the Committee. Motion carried unanimously.

Proposed 2011 Operations Budget - COF dated 7/27/10. Motion to approve to send to the Town from the Committee. Comment that most of the budget is salaries and salary related. Some discussion on whether we may need any increase in staff or hours worked. Question if gross pay is satisfactory to meet the needs for our staff. Committee Chair stated that request was based on recommendation from the Executive Director.

Motion carried unanimously. Board Chair will submit to the Town very shortly.

Annual Independent Audit - Committee makes a motion recommending Amato-Fox to be independent auditor for three years (2010-2011-2012). Audit Proposals Analysis (COF dated 8/4/2010) was reviewed and discussed. Requests were sent to seven firms.

Four responded, two declined, and one did not respond. A representative of the Finance Committee contacted each of the firms. Each firm is willing to absorb the cost of becoming familiar with our situation.

Discussion included desire to patronize local business (low bidder has local member, second low bidder is local), Milewicz (second low bidder) has been our auditor for six years, is well acquainted with our procedures, has worked well with us, and has helped our bookkeeper. Amato-Fox (low bidder) is also auditor for the Town of Clarence, their guarantee would allow us to drop them with no obligation at the end of any year, and includes Jim Parkes of Clarence who the Committee Chair believes will do the audit..

Voting aye (7) Bylewski, Carpenter, Corbelli, Kirchner, Ruhland, Scherf, Vito. Voting nay (3) Blum, Struebing, Young.

Motion carried. Finance to draft letters to each of the bidders for Board Chair.

Finance Committee Vice-Chair - Rosemond Ruhland is appointed acting Vice-Chair.

Internal Financial Review - Six months. Submitted to Staff and Treasurer for response.

Cell Phone for Van - Looking into a corporate cell phone for use with the Van. Driver currently uses personal phone.

Backup of Computer Programs - Offsite provisions are currently that the accounting backup is at the Executive Director's home and the office backup is at the Office Manager's home. The offsite backup needs to be in a secure location. Possibilities are with the Town, in a safe deposit box, or transferred to an internet web site.

FOIL Request by Center Members - A FOIL request submitted by Center members for a document that was reviewed in the June CSC Board meeting was denied. They have appealed and the Board should consider the appeal.

Discussion on whether this should be discussed in Executive session because the requested matter was discussed in Executive Session. A summary of comments prepared by Board member Vito (COF 8/12/2010) covering a phone call from Board member Vito to the Assistant Director of the NYS Committee on Open Government was distributed. After considering all comments, the Board Chair agreed to discuss in open meeting.

Motion that keeping in compliance with FOIL, the Board approve the appeals received from the Center Finance Committee members and each receive a copy of the letter distributed to the Board from the E.D. during Executive Session at the 6/10/10 Board meeting made by Janet Vito. Second by Rosemond Ruhland.

All Board members have now received a copy of the letter.

Discussion included the fact that the Board had passed a motion last month declaring the letter confidential and the fact that the maker of the motion, after reading the letter, would not have made the motion. Secretary read from the NYS FOIL Law section on situations when an agency can decide to deny a FOIL request and that also includes four items that cannot be denied by an agency. Certain inter or intra agency materials can be denied FOIL regardless of Executive Session or not. A statement submitted by Board member Janet Vito from the NYS COOG Executive Director was read. Comment that the people who asked for the letter are part of the Finance Committee. Comment that we need to get to the root cause of the disconnect between the Executive Director and the Finance Committee so we can move forward. Another comment was the Board should put people with financial expertise on the Finance Committee and it is not the Finance Committee role to micro manage the operation of the Center.

Voting aye (4) Bylewski, Corbelli, Ruhland, Vito.

Voting nay (5) Blum, Carpenter, Kirchner, Struebing, Young. Voting abstain (1) Scherf.

Motion denied.

Part of the NYS FOIL Law section on appeals was read.

Motion to remove confidentiality that was passed regarding the memo distributed in executive session at the last Board meeting made by Tony Bylewski. Second by Rosemond Ruhland.

Voting aye (5) Bylewski, Corbelli, Ruhland, Scherf, Vito. Voting nay (4) Blum, Carpenter, Struebing, Young. Voting abstain (1) Kirchner. Chair elects to not vote. Motion carried.

Comment that if this is appealed to NYS Court, we could be responsible for court costs.

Discussion on confidentiality, related NYS Law and what it means to us.

Chair states that letter will be passed out to the people who appealed.

Comment by two Board members that people who receive this memo should thoughtfully consider how to make a positive out of this.

MEMBERSHIP, PROGRAMS & PUBLICITY - Edna Scherf

COF Draft 7/20/2010

Suggestion Box Answers - Motion to approve answers to questions stated in minutes made by the Committee. Motion carried unanimously

NOMINATING - Jackie Carpenter

Board Applicants - No Board applicants at this time. We advertised in the Silver Streak.

Suggestions to seek applicants through contacts at Chamber of Commerce, Rotary and by individual contact.

By-laws Proposal - You have a copy of the report (COF 7/26/10) from the Committee.

Committee Chair thanked Committee members and thanked the Board and members for all inputs received. All input was considered and distributed to all Committee members for consideration. Committee recommends CSC, Inc. should accept the Bylaws in whole as submitted as soon as practical after meeting the 30 day publishing requirements stated in the current Bylaws. That is the motion from the Committee.

Motion that the vote on the adoption be postponed to the September Board meeting which will be after posting for over 30 days made by Tony Bylewski. Second by Norm Kirchner. Discussion that this will give the entire membership the ability to compare the proposal bylaws to the current by-laws. A summary of the differences comparison of the proposed to the current bylaws was distributed to the Board (COF 8/12/2010). Possibly there should be a special meeting or an informational meeting to help the Board and center members understand the reasons for this proposal. Suggested that it be posted as member information. Comment that quite a few questions have been brought up and maybe we should postpone to talk about it. Should not accept first and then talk about it.

Voting aye (9) Blum, Bylewski, Carpenter, Corbelli, Kirchner, Ruhland, Scherf, Struebing, Vito. Voting nay (1) Young. Motion carried.

Draft Skills Inventory - Distributed for collection of current Board member skills. This will get an inventory of current skills and identify types of skills missing to decide what skills we need in candidates. Also for use to decide on advisory needs. You are requested to fill it out and return it to the Chair or Secretary.

By-laws Posting - Draft posted without Board approval. Past practice was for the Board to approve By-laws postings. Can find no specific rule against doing it. Timing was such that we couldn't vote at the September meeting due to the 30 day posting requirement. Couldn't contact the Chair. Vice Chair approved the posting for informational purposes.

PERSONNEL - Jim Blum

COF 7/15/2010 revision #1

Pension - Committee recommends 5% of wages be contributed to the pension system by CSC, Inc. This has been the percent for several years.

Finance Referrals - Two matters referred from the Finance Committee were reviewed. They were cross training and financial controls. Details are included in the Committee report of July 15, 2010. We talked a lot about cross training.

PLANNING - Janet Vito

COF Draft 7/22/2010

Long Range Capital Budget - Committee motion recommends approval of Long Range Budget Proposal distributed (COF dated 7/22/10). This goes to the Town along with the Operations Budget. Comment by Edna Scherf that she asked before and would like electronic sign in system included. Discussion regarding technology to track may not be ready now. Voting aye (9) Blum, Bylewski, Carpenter, Corbelli, Kirchner, Ruhland, Struebing, Vito, Young. Voting nay (1) Scherf. Motion carried.

Comment that after Town approves budget request, we may have a pool of funds that could be used for something like this (electronic sign in).

MEMBERSHIP COMMENTS ON AGENDA ITEMS (3 minute maximum, 30 minute total)

Art Sambuchi - Commended the Board on its demeanor during the meeting and made a series of comments related to proposed bylaw changes.

Noted that the Town was vacating the position of appointing CSC Board members.

Over 50 bylaw changes is ridiculous - every nuance doesn't need a bylaw change.

Key to the bylaws is the mission and policy statements which he complimented.

Opposes lowering age to 50 from 55.

Mentioned normal procedure for amending bylaws involves amending parts with only 51% of votes with a final vote on the total bylaws requiring a 2/3 vote.

He stated that the original article and the amendment should be posted.

He doesn't want 18 year olds as members, feels Town has other programs for them.

There should be an open nominating meeting.

You (Board) exist for us, we don't exist for you.

Ruth Weaver - Some of the bylaws are a little ridiculous. Anybody on Board should be living in Town. Members should have a chance to vote on bylaws. We have not gotten a lot of members by the change to 55.

Liliose Beverage - Presented a petition signed by 66 members requesting that certain membership items of Article IV be deleted from the proposed bylaws. Items are:

Article IV 2C1 - membership for non Clarence residents

Article IV 2 A, B, C #2 - reduction in age from 55 to 50

Article IV 4 a - on Social security disability and at least 18 years old

Pat Schanzer - Would like to see the Clarence person be the auditor. Also feels that age 50 membership is ridiculous.

Violet Oldenski - Offered written comments (COF 8/12/2010) regarding the way the Bylaws Committee did their work preparing the proposed Bylaws revision.

"The Bylaws Committee was charged by the Board to revise the Bylaws. The Committee didn't take this lightly. There were numerous meetings scheduled, often on a weekly basis and all were invited to attend. Their ideas and suggestions were welcomed and thoughtfully discussed. Each section was discussed in regard to meeting 1) our vision and mission and 2) to meet legal and procedural requirements. Every sentence, every word was examined for clarity and comprehension. If you choose not to attend meetings, don't complain."

Ruth Haas - I agree with Violet. Job was done with great care. We were asked to do this. In the past every other meeting bylaws were changed. This should not happen. Bylaws should not need to be changed.

Darrell Young - Changes to bylaws were to come up with a simpler document. Proposal is 6 pages longer. It is not simpler. Some are good changes. Some belong in a policy manual rather than the bylaws.

Based on a literal interpretation of the proposed bylaws regarding disabled persons, I would have to resign due to my wife's disability.

Jennie Esmond - Members of the Center never heard that there were meetings where we could present our views. Proposal was put on the bulletin board and we were never informed as to procedure regarding voting on it or not having any say on it. There are a lot of members and there was only one copy on the bulletin board.

CSC Board August 12, 2010 Draft #2 - Board Approved 9/9/2010

Linda Kistka - Do you let the members know what is going on? There was really not good communication between the Board and the members. It should have been by where you sign in and then the members would know what is going on.

Dick Ellis - Meetings are open but most are not going to attend the meetings. This was like a kick and we didn't know it was coming.

Paul Corbelli - Would you want a separate meeting? Something explained in the Silver Streak?

Violet Oldenski - Put the agenda for the Board out so they know what is going on.

Rosemond Ruhland - Having sat in the gallery many years. When meetings are over, a draft is on the board. All meetings are posted. All minutes of the Board are posted. You can read them or get a copy. Board members are taking an interest. It's a pleasure to see you all.

Liliose Beverage -Board members don't speak loud enough.

Ruth Haas - It would be nice to have the Executive Director announce the meetings at lunch.

OLD BUSINESS

Election Procedures - Draft COF 7/8/2010

Item #8 - Number of candidates equal or less than openings - Election Procedures and proposal distributed in Board packet were discussed. Comments included: Language suggested is same as used by a major corporation. It allows a vote for or against and even if some openings are not filled, people who get more against votes than for votes do not get elected allowing the voters to keep someone out of office. Some preferred the original language voted at the last meeting be kept.

Motion to replace item 8 in the election procedures that came out from the 7/8 meeting by the thing (language distributed to the Board) that came out in the (Board) packet. Basically says that if there are less candidates than there are openings people vote for or against the candidates and if you don't get more for votes than no votes then you don't get elected and there are still openings. Made by Jim Blum. Second by Darrell Young.

Voting aye (6) Blum, Carpenter, Corbelli, Kirchner, Struebing, Young.

Voting nay (4) Bylewski, Ruhland, Scherf, Vito. Motion carried.

Language replacing Item #8 follows:

Uncontested Election of Directors

(number of nominees equal or less than number to be elected/number of openings)

To be elected in an uncontested election, a director nominee must be elected by a majority of the votes cast with respect to that director nominee. A majority of the votes cast means that the number of votes cast FOR a nominee's election must exceed the number of votes cast AGAINST the nominee's election. Each nominee receiving more votes FOR his or her election than votes against his or her election will be elected.

Election Committee - Discussion on selection and makeup of the Election Committee. Some would like to split the Nominating from the Election Committee. Current Nominating Committee has the same make up of members as the proposed Nominating/Election Committee. Motion to make the current Nominating Committee serve as the Election Committee for the 2010-2011 election made by Tony Bylewski. Second by Norm Kirchner. Motion carried unanimously.

Election Procedure - To be posted and included in the Silver Streak.

NEW BUSINESS

By-laws - Discussion on possible information meeting on bylaws. Excerpt from Roberts Rules was read "After the proposed bylaws are approved by the committee, the report of the committee is presented to the assembly in seriatim-article by article and, whenever an article consists of more than one section, section by section." Each section is reviewed and amendments accepted by majority vote before a final vote on bylaws requiring a 2/3 vote.

Motion to have a Special Board meeting at 9am on September 2, 2010 to follow the procedure outlined in Roberts and include input from members to evaluate the bylaws made by Jim Blum. Second by Norm Kirchner.

Discussion comments included: Board should respect what the Committee has done. The meeting may be very lengthy. Each revision took 5 to 6 hours. Suggest discuss requests of membership. An article by article comparison of current vs. proposed bylaws handed out today could help understand what is proposed. A majority of the proposed bylaws are included in current bylaws. Suggest some sort of limitation on what is covered in meeting. Input at each section must accept amendments. Proposed bylaws have gone through two attorneys and includes additions by an attorney.

Voting aye (6) Blum, Carpenter, Kirchner, Scherf, Struebing, Young.
Voting nay (4) Bylewski, Corbelli, Ruhland, Vito. Motion carried.

Past practice has been to post the past and the proposal and put the comparison in the newsletter.

Suggestion to e-mail copy of bylaws to anyone who asks.

Bylaws Summary Comparison will be included with the newsletter and meeting will be announced at lunch.

Special Single Purpose Meeting (Bylaws) scheduled for Thursday, September 2 at 9am.

Special Committee - Discussion on having professional accountants provide an opinion on whether our internal finance practices make sense. Executive Committee (officers) feels we are spending too much time on finance matters. We spend an inordinate amount of time talking about details at the Board. There are differing opinions on how our financial matters are handled and what data should be at the Board. There is distress when finances are brought up. Suggestion is to get advice and opinion from an expert on finances, possibly an advisory board on internal financial procedures, consider best techniques practices, be more efficient.

Many opinions were expressed regarding effects of such an action on the Finance Committee and the staff. Comment that the selected independent auditor could do this. Others felt that the independent auditor should focus on the external audit and not be involved in other things. Comment that an advisory board would be a good idea in addition to an independent auditor.

Chair suggests that there would be a Board member appointed to be the coordinator with the experts. The experts would render a professional opinion on what is being done. It would be reported to the Board. Emphasis would be on internal financial practices. Treasurer welcomes the idea of outside people telling us the right and more efficient way.

Recommendation for appointment from the Chair to come before the Board at the next meeting. We are looking for experts who would be volunteers.

Motion for the Chair to appoint a financial advisory panel to do an evaluation of our financial practices and make recommendations on our internal financial practices made by Jim Blum. Second by Neil Struebing. Voting aye (5) Blum, Carpenter, Kirchner, Struebing, Young. Voting nay (4) Bylewski, Corbelli, Ruhland, Vito. Motion carried.

GOOD OF THE CENTER (1 minute maximum, 15 minute total)

Violet Oldenski - Questioned whether the special meeting would only cover what members bring up. Answer by Chair was review section by section. If no comments, move on.

Ruth Haas - Thinks the motion to have outside people come in is a slap in the face to the staff. I'm on the Committee and I think we're doing a great job on the little things.

Susan Shisler (staff member) - I don't see it as a slap. I think staff would welcome outside help as a way to get the Finance Committee and the staff together to do the best things for the Center.

Ruth Haas - Committee already passed the bylaws. You are back ending them in trying to redo everything.

EXECUTIVE SESSION

Motion to go into Executive Session at 11:39 am under NYS Law 105(1f) to discuss the work history of a particular person made by Darrell Young. Second by Neil Struebing. Voting aye (6) Blum, Carpenter, Kirchner, Ruhland, Struebing, Young. Voting nay (3) Bylewski, Corbelli, Vito. Motion carried.

Motion to approve a one time bonus of \$500 for Susan Shisler made by Darrell Young. Second by Jackie Carpenter. Voting aye (7) Blum, Carpenter, Corbelli, Kirchner, Ruhland, Struebing, Young. Voting nay (2) Bylewski, Vito. Motion carried.

Motion to go out of Executive Session at 11:50am made by Paul Corbelli. Second by Neil Struebing. Motion carried unanimously.

SPECIAL BUSINESS

Motion to approve a one time bonus of \$500 for Susan Shisler made by Darrell Young. Second by Jackie Carpenter. Voting aye (7) Blum, Carpenter, Corbelli, Kirchner, Ruhland, Struebing, Young. Voting nay (2) Bylewski, Vito. Motion carried.

ADJOURNMENT - Motion to adjourn at 11:58 am by Paul Corbelli. Second by Jackie Carpenter. Motion approved by unanimous consent.

Next Meeting - September 9, 2010

Jim Blum, Secretary