

CLARENCE SENIOR CITIZENS, INC.

4600 THOMPSON ROAD

CLARENCE, NY 14031

REGULAR BOARD MEETING

Date: December 9, 2010

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

ROLL CALL

PRESENT: Jim Blum, Jackie Carpenter, Paul Corbelli, Norm Kirchner, Roselle LaBruna, Rosemond Ruhland, Neil Struebing, Janet Vito, Bill Westley, Darrell Young.

EXCUSED: None (all present)

Executive Director: Karla Madrid

Town Board Liaison: Bernie Kolber (9am - 10:25am)

PLEDGE OF ALLEGIANCE - Mission Statement - Jim Blum

SECRETARY'S REPORT- Jim Blum

November 4, 2010 Minutes - Suggestions received from one Board member. Numerous revisions made but four comments were not included. Board member Vito distributed suggestions regarding items previously submitted that were not included by Secretary.

Motion to approve November 4, 2010 minutes draft #2 made by Jim Blum. Second by Darrell Young.

Rosemond Ruhland read comments from Rene Williams that were made at the meeting. Janet Vito discussed her handout covering suggestions that she requested regarding the minutes. Discussion followed including requests to amend the motion.

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

Voting nay (3) Corbelli, Ruhland, Vito. Motion carried.

Motion to include the matters that were submitted for the record (by Janet Vito today) be included in the minutes made by Janet Vito. Second by Paul Corbelli. Discussion included that we would like to reduce size of minutes, history of prior decisions on minutes content, legal and Roberts minutes content rules. Voting aye (3) Corbelli, Ruhland, Vito. Voting nay (6) Blum, Carpenter, Kirchner, LaBruna, Struebing, Young. Motion denied.

Motion to include complete comment by Rene Williams during Member Comments on Agenda Items as distributed during this meeting made by Rosemond Ruhland. Second by Janet Vito. Comment that we should summarize rather than include complete verbatim statements. Voting aye (4) Corbelli, Kirchner, Ruhland, Vito. Voting nay (3) Blum, Carpenter, Struebing. Voting abstain (2) LaBruna, Young. Motion carried. (Chair not voting).

TREASURER'S REPORT - Darrell Young

November Report reviewed, received and referred for audit. Discussion regarding Activities fund balances going up. Executive Director comments that they were probably Dash's receipts and donations and will be going back down this month.

October Financial reports - Motion to accept October Financial reports made by Darrell Young. Second by Neil Struebing.

Discussion regarding opening of bank statements and compliance with financial controls. Following discussion motion to table October Financial reports motion made by Janet Vito. Second by Paul Corbelli. Voting aye (4) Carpenter, Corbelli, Ruhland, Vito. Voting nay (3) Blum, Kirchner, Young. Voting abstain (2) LaBruna, Struebing. Chair not voting. Motion carried.

Motion - Due to the disarray and disruption of finances, an independent audit is requested of all CSC, Inc. finances; major financial decisions including, October financials 'draft', should be put on hold, pending review and recommendation by auditors Amato, Fox & Co. made by Janet Vito. Second by Rosemond Ruhland. Voting aye (3) Corbelli, Ruhland, Vito. Voting nay (6) Blum, Carpenter, Kirchner, LaBruna, Struebing, Young. Motion denied.

CHAIRPERSON'S REPORT - Bill Westley

Board Standing Committees - Chair has updated Standing Committees list to revise members of the Finance Committee adding a chair and a member for Board confirmation.

Motion to approve committee assignments as presented made by Darrell Young. Second by Norm Kirchner.

Motion to table Committee appointments made by Janet Vito. Second by Rosemond Ruhland. Voting aye (3) Corbelli, Ruhland, Vito. Voting nay (6) Blum, Carpenter, Kirchner, LaBruna, Struebing, Young. Motion denied.

Discussion on the backgrounds of the persons appointed.

Voting on motion to approve Committee appointments - aye (5) Blum, Carpenter, Kirchner, Struebing, Young. Voting nay (3) Corbelli, Ruhland, Vito. Voting abstain (1) LaBruna. Motion carried.

Christmas Luncheon - Brookfield tomorrow at around noon. Discussion on persons who left the Board this year. Discussion on payment for new Board members. Chair has decided CSC to pay this year. Discuss next year invitation wording 'spouse or guest' attending with Board member.

Benchmarks - Draft list of proposed benchmarks and cover letter to Town reviewed and discussed in detail. Town Supervisor has reviewed the benchmarks and offered some wording changes for terms. Comment that the average size of non profit boards across the country is 17 and we are below that number.

Motion to accept the letter and chart of benchmarks made by Jackie Carpenter. Second by Neil Struebing.

Discussion on possible need for raising member dues or fees. Comment by Town Liaison Kolber that Town Board thinks Center members should pay more toward the cost of Center operation but a modest amount. Discussion on expected squeeze on budgets in the future.

Voting aye (7) Blum, Carpenter, Kirchner, LaBruna, Ruhland, Struebing, Young.
Voting nay (0). Voting abstain (2) Corbelli, Vito. Motion carried.

EXECUTIVE DIRECTOR'S REPORT - Karla Madrid

COF 12/09/2010

As of 11/30/2010 - paid members 1,251; total van mileage 106,558

Month of November - new members 20; total attendance 2,447; meals served 1,183;
van riders 192; van miles 1,868.

Membership - Increase of 6% over December 2009.

2010 Programs Results - Report reviewed and there was no objection to adding refined, reorganized version to information provided to the Town.

TOWN BOARD LIAISON REPORT - Bernie Kolber

Benchmarks - Glad things are moving forward.

Operating Accomplishments - Will submit at next Town Board meeting. Great purpose and results

Parking Lot - Sealed and striped.

Entry Vestibule - Cold due to both doors open at once rather than as an airlock as most are designed. Not much support at Town for action. There are spots in the attic that are not insulated causing icicles down to the ground. Will e-mail Town Engineering and Parks about it.

NEW BUSINESS

ELECTION OF BOARD OFFICERS -

Board members Corbelli and Kirchner agreed to be counters for the election.

Board member Janet Vito stated that candidate names were not posted or in the Silver Streak, members good standing was not evaluated and some officers are not in compliance with their responsibilities.

Motion to postpone election of officers to time certain for the January 13, 2011 Board meeting and new Board is in place made by Janet Vito. Second by Rosemond Ruhland. Discussion on new Board members opportunity to vote on officers. Voting aye (4) Corbelli, Kirchner, Ruhland, Vito. Voting nay (5) Blum, Carpenter, LaBruna, Struebing, Young. Motion denied.

Motion that current officers should not be candidates for future officer positions made by Janet Vito. Motion ruled out of order by the Chair. Comments by Board member Vito on possible removal of Board officers from office with or without cause according to the bylaws.

Voting on officer positions:

Chairperson - Nominating Committee nominated Bill Westley. Norm Kirchner was nominated by Rosemond Ruhland and declined nomination. There being no other nominations in response to three calls for nominations for Chairperson, the Secretary was asked to cast one ballot for Bill Westley. Bill Westley is elected Chairperson for the 2011 year.

Vice-Chairperson - Nominating Committee nominated Neil Struebing. There being no other nominations in response to three calls for nominations for Vice-Chairperson, the Secretary was asked to cast one ballot for Neil Struebing. Neil Struebing is elected Vice-Chairperson for the 2011 year.

Secretary - Nominating Committee nominated Jim Blum. Janet Vito's name was placed in nomination by Rosemond Ruhland and accepted by Janet Vito in response to one of the three calls for nominations for secretary. Results of secret ballot certified by counters Corbelli and Kirchner was Blum 7 votes and Vito 3 votes. Jim Blum is elected Secretary for the 2011 year.

Treasurer - Nominating Committee nominated Darrell Young. Janet Vito's name was placed in nomination by Rosemond Ruhland and accepted by Janet Vito in response to one of the three calls for nominations for Treasurer. Results of secret ballot certified by counters Corbelli and Kirchner was Young 6 votes and Vito 4 votes. Darrell Young is elected Treasurer for the 2011 year.

Assistant-Treasurer - Nominating Committee nominated Jackie Carpenter. Janet Vito's name was placed in nomination by Rosemond Ruhland and accepted by Janet Vito in response to one of the three calls for nominations for Assistant-Treasurer. Results of secret ballot certified by counters Corbelli and Kirchner was Carpenter 7 votes and Vito 3 votes. Jackie Carpenter is elected Assistant-Treasurer for the 2011 year.

COMMITTEE REPORTS

MEMBERSHIP, PROGRAMS & PUBLICITY - Edna Scherf

No report.

NOMINATING - Jackie Carpenter

No report.

LEGISLATION & BY-LAWS -

No Report.

PERSONNEL - Jim Blum

Salary Administration - Motion that the Board authorize a salary budget line increase for the year 2011 of 2% over the December 2010 year end salary total and make related adjustments in other salary based lines (ie. FICA, etc.) and add \$1,000 in addition for additional per diem work made by Jim Blum. Second by Jackie Carpenter.

Discussion that Town is doing about 2% and we have usually followed the Town in determining our pool of gross salary money. We need the gross salary amount to allow the Executive Director to do annual reviews and set salaries. Board member Vito questioned whether several issues should be considered before setting a salary budget. They were town stipend, lack of complete budget, and other financial issues.

Motion - Due to unresolved internal issues and uncertain 2011 Town contract, motion is made to table salary increases at this time made by Janet Vito. Second by Paul Corbelli. Voting aye (3) Corbelli, Ruhland, Vito. Voting nay (6) Blum, Carpenter, Kirchner, LaBruna, Struebing, Young. Motion denied.

Discussion regarding need for setting the salary budget to maintain staff morale. Treasurer states we have enough money to handle the 2% increase. Budget has not come before the Board. Board member Vito states that there is no reason to have salary budget before reviews can be done.

Voting on Salary Administration motion - Voting aye (5) Blum, Kirchner, LaBruna, Struebing, Young. Voting nay (4) Carpenter, Corbelli, Ruhland, Vito. Motion carried.

PLANNING - Janet Vito

No report.

FINANCE -

No report.

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

Rene Williams - We are allowed to make comments on how we feel about things. And then you put it in the minutes - you don't say what we said about it, if we liked it, if we hated it. It's as if the Board doesn't want a paper trail of the comments of the members.

Ruth Haas - There were no answers to my questions of last month. More like I made statements rather than asking questions. You said you don't have to answer. I thought you did have to answer my questions. Don't you think eventually you should answer?

Henry Becker - Minutes are basically for Board members to go over what happened in previous meetings. Not for dissertations on the entire things that everybody said for people to reread. .

Rosemond Ruhland - The Finance Committee members (5), eliminated from the committee 11/4/10, Board members Rosemond Ruhland and Janet Vito, and Center members Ruth Haas, Violet Oldenski and Rene Williams, are exploring options for potential legal counsel to address two concerns: 1. Outstanding issue of the executive Director's allegations of aggravation (harassment) ongoing since June 10, 2010; 2. Board Chair/Board of Director's wrongful dismissal and elimination from the Finance Committee.

Janet Vito - Regarding responding to member questions. Part of bylaws comments are supposed to be referred to the Membership Committee to research and suggest Board responses.

Ruth Haas - If never answer very well, why would I ever bother to say anything to you?

OLD BUSINESS

None.

NEW BUSINESS

Election of Board Officers - See earlier in meeting.

Minutes Procedure - Special Rule of Order - Motion to revise Minutes Procedure to eliminate separate drafts for each stage of the process as shown on the copy distributed made by Jim Blum. Second by Darrell Young. Discussion that this is better from a legal viewpoint to avoid having to submit multiple copies of minutes if a legal matter occurs. Voting aye (6) Blum, Carpenter, Kirchner, LaBruna, Struebing, Young. Voting nay (2) Ruhland, Vito. Voting abstain (1) Corbelli. Motion carried.

Board Materials - Motion that identity of person and date submitting document for the Board packet be on the document (other than commonly known items) made by Rosemond Ruhland. Second by Paul Corbelli. Voting aye (7) Carpenter, Corbelli, Kirchner, LaBruna, Ruhland, Vito, Young. Voting nay (0). Voting abstain (2) Blum, Struebing. Motion carried.

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

Ruth Haas - Why is the Board afraid of a paper trail?

Janet Vito - I have received, through a freedom of information (FOIL) request, a copy of the signed petition to have Janet Vito removed from the Clarence Senior Citizens, Inc. Board of Directors.

Board members who signed the petition for removal must not understand that the first step for removal rests within the board itself. To not bring accusations before the Clarence Senior Center Board for determination and to have taken this issue into the public sphere, is unethical, violates bylaws and without warranted cause.

The not so hidden vindictive agenda to remove Janet Vito from the Board at any cost, has now compromised the Corporation and becomes a potential liability for the community. It has spread beyond the borders of the Center and is known beyond the borders of the town.

A copy of the signed petition is being sent to my legal, counsel for review for appropriate action.

EXECUTIVE SESSION

Motion to go Into Executive Session at 11am under NYS Law 105(1f) to discuss the work history of a particular person made by Darrell Young. Second by Norm Kirchner. Unanimously approved.

Motion to authorize an annual salary increase of \$1,000 for the Executive Director was made by Jackie Carpenter. Second by Neil Struebing. Voting aye (6) Blum, Carpenter, Corbelli, Kirchner, Struebing, Young. Voting nay (2) Ruhland, Vito. Voting abstain (1) La Bruna. Motion carried.

Motion to go out of Executive Session at 11:42am made by Norm Kirchner. Second by Roselle LaBruna. Unanimously approved.

ADDITIONAL ITEM

Motion that next year the evaluation form for performance appraisal be looked at and changed and put out to each Board member for input to the Performance Evaluation Committee made by Rosemond Ruhland. Second by Jackie Carpenter.

Discussion on timing of review should be over several months prior to approval.

Motion carried unanimously.

ADJOURNMENT - Motion to adjourn at 11:51am by Roselle LaBruna. Second by Jackie Carpenter. Motion approved by unanimous consent.

Next Meeting - January 13, 2011

Jim Blum, Secretary