

CLARENCE SENIOR CITIZENS, INC.

4600 THOMPSON ROAD

CLARENCE, NY 14031

REGULAR BOARD MEETING

Date: January 14, 2010

INSTALLATION OF OFFICERS - Clarence Town Supervisor, Scott Bylewski, installed the following Board officers prior to the meeting: Bill Westley, Chairperson; Edna Scherf, Vice Chairperson; Jim Blum, Secretary; Darrell Young, treasurer; Jackie Carpenter, Assistant-Treasurer.

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

ROLL CALL

PRESENT: Maryl Bedenko, Jim Blum, Tony Bylewski, Jackie Carpenter, Paul Corbelli, Norm Kirchner, Roselle LaBruna, Rosemond Ruhland, Edna Scherf, Janet Vito, Bill Westley, Darrell Young.

EXCUSED: Neil Struebing

Executive Director: Karla Madrid

Town Board Liaison: Bernie Kolber (Did not attend)

PLEDGE OF ALLEGIANCE - Mission Statement - Jim Blum

Introduction of New Board Member - Rosemond Ruhland

SECRETARY'S REPORT- Jim Blum

December 10, 2009 Minutes - All suggested changes have been included. Motion to approve December 10, 2009 minutes draft #2 made by Jim Blum. Second by Darrell Young. Motion carried unanimously.

December 17, 2009 Emergency Meeting Minutes - Brief review stating that member comments had been updated in draft #2 which was not distributed. The rationale for not making three other suggestions was reviewed. A suggestion was made to hold off until the Board could see the revisions as a whole. Motion to approve December 17, 2009 minutes draft #2 including modifications to member comments as described made by Jim Blum. Second by Darrell Young. Voting aye (4) Blum, Kirchner, La Brunna, Young. Voting nay (7) Bedenko, Bylewski, Carpenter, Corbelli, Ruhland, Scherf, Vito). Motion denied. Proposed minutes and rationale to be distributed to Board for review at next meeting.

TREASURER'S REPORT - Darrell Young

Report received and referred for audit. Stipend expected during February.

CHAIRPERSON'S REPORT - Bill Westley

Board Resignations - Chair announced that Bob Hoag (effective 12/31/2009) and Pat Schanzer (effective 1/8/2010) have resigned from the CSC Board.

Committee Appointments - Chair offered a slate of committee appointments that did not include non-Board member appointments. Chair commented that all Center members interested in serving on committees or the Board of Directors are asked to have their interest recorded in the Center office. In addition to this meeting, this will be covered in the newsletter as an insert and in the Chair's newsletter comments.

Motion to approve Standing Committee proposal dated 1/11/2010 made by Darrell Young. Second by Jim Blum. Discussion on the matter of a Finance Committee quorum requirement considering ex-officio committee members led to decision to hold the matter for later.

2010 Meetings schedule - Schedule discussed and issues with November dates (Board meeting set for 11/4/2010) and the Annual Meeting (set for 6/24/2010) were resolved. Meet the Board Date(s) to be set later. Motion to approve meeting schedule made by Janet Vito. Second by Tony Bylewski. Motion carried unanimously.

Contract with the Town - Contract, including stipend amount, with unanimous consent will be signed by the Chair.

Audit - Discussion on commitment for annual CPA Audit revealed that this is the final year of agreement with Richard Milewicz, CPA. We will need to request proposals for future years.

EXECUTIVE DIRECTOR'S REPORT - Karla Madrid

COF 01/8 /2010

As of 12/31/2009 - paid members 1,178; total van mileage 85,708 .

Month of December - new members 7; total attendance 2,165, meals served 1,076, van riders 233; van miles 1,622

Results - Numbers comparing 2009 with 2008 were reviewed. Member numbers are based on those who paid their dues.

Donation - Received \$100 from Clarence VFW.

Tapesaver Program (Dash's) - received \$350 on 1/8/2010

Erie County Stay Fit Dining - Reimbursement has increased from 22 cents to 25 cents per meal for clean up costs retroactive to 7/01/2009.

Office Assistant - Joyce DePronio has successfully completed her 3 month probationary period.

AED - (Automatic Electrical Defibrillator) - Two new units purchased with grant funds from E & WG Foundation were delivered on 1/7/2010. The two old AED units will be donated to Town Departments - one to Highway and one to Parks. A class for CPR and AED training for Emergency Volunteers was held last Saturday (1/9/2010). Another class will be held 1/22/2010.

CPR/AED Training - Following discussion regarding the need for more training for Emergency Shelter volunteers, motion to approve expenditure of up to \$300 for additional training made by Paul Corbelli. Second by Norm Kirchner. Motion carried unanimously.

New Member Ages - Board member Bylewski suggested that we review the demographics of new member ages to see where we are getting members.

Occupational Therapy Assistant - We recently had a first year ECC student volunteer from their OTA Program who was to observe, participate in and explore the facility to help connect classroom concepts with current practices. We have had a relationship with the ECC Dietetic Technology program for over ten years helping in the kitchen and giving presentations to members. We expect to welcome other OTA students in the future.

A question was raised regarding insurance coverage for efforts of OTA students.

They are primarily observing how seniors function.

Basket Raffle - Second annual - Scheduled Saturday, April 10, 2010. The staff will send a letter requesting donations.

Grandparents Center - A non-profit advocacy for grandparents raising children. We will be trying to schedule a session once per month.

Clarence Chamber of Commerce Awards Dinner - We subsidized tickets for members last year. Dave Bissonette is Citizen of the Year and Meals on Wheels is the organization to be honored. Motion to subsidize in the amount of \$20 per ticket for two tables of tickets (10/table) for Center members made by Maryl Bedenko. Second by Roselle LaBruna. Motion carried unanimously. Staff will allocate fairly if too many apply.

Day to Day Activities - Board member Vito suggested that we review records to decide if we need to do more recruiting for Day to Day activities. Sign in sheets are available for every activity in every room to provide the data. There is a concern that special events may obscure the data regarding activities.

TOWN BOARD LIAISON REPORT - Bernie Kolber (not attending)

No comments.

COMMITTEE REPORTS

Chair requested that all committees consider the many options for dealing with the charge the Town gave us.

FINANCE - Maryl Bedenko No report.

There was no December meeting. Thanks everyone on Finance Committee as 2009 was a very busy year. Eager to have more volunteers to do more of the same.

MEMBERSHIP - No report.

Chair suggested considering combination of Membership and Program & Publicity Committees by looking into it for 6 to 12 months like was done with Planning Committee (combination of three prior committees)..

NOMINATING - No Report

LEGISLATION & BY-LAWS - Tony Bylewski

No meeting in December. Requests a particular Board member be added to the Committee.

By-laws - Motion to retain an attorney to revise by-laws was tabled at last meeting. Would like to reconsider that and instead retain an attorney to give us by-laws templates and then review what we propose.

Following discussion a vote to deny previous motion to hire attorney to draft by-laws was unanimous.

Motion to let the Legislation & By-laws Committee or their representative meet with attorney Palmer to discuss recreating the by-laws including arrangement to get templates from him with understanding that we would commit that he would be retained to review our proposals later during 2010 made by Tony Bylewski. Second by Norm Kirchner. Voting aye (9) Bedenko, Blum, Bylewski, Carpenter, Corbelli, Kirchner, Ruhland, Scherf, Vito). Voting nay (1) Young. Voting abstain (1) LaBruna. Motion carried.

Comment by Norm Kirchner that there may be conflict to resolve between governance and by-laws and we need to decide that before we revise the by-laws. Comment regarding how we limit cost if we don't know the scope of work. We assume that attorney will give us written statement of expected work and cost estimate. Discussion that cost of attorney may be between \$2,000 and \$8,000 depending on what he is asked to do.

Motion to set a limit of \$2,000 on attorney Palmer fees during year 2010 for reviewing by-laws made by Tony Bylewski. Second by Janet Vito. Motion carried unanimously.

PERSONNEL - Neil Struebing No report.

PLANNING - Jim Blum No report

No meeting in December.

PROGRAMS/PUBLICITY - Edna Scherf

Thanks to members of Committee for good year last year.

Basket Raffle - Would give to Meals on Wheels. Discussion regarding legal issues related to giving to another organization, NYS Non Profit Corporation law, and accountability for how it would be done. Unanimous consent to allocate a "Portion of the Proceeds" to Meals on Wheels.

AD HOC ELECTION COMMITTEE - Tony Bylewski

COF 12/18/2009

Special report on file.

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

Ruth Haas - I don't know why you can't just say Basket Raffle for Senior Center and Meals on Wheels.

- It would be nice if committee chairs could pick members on their committee or at least one or two if it would be possible.

OLD BUSINESS

Past Meeting Minutes - Deferred. Discussion on "Copy for the Record" from November Board meeting. Copy should be attached and posted on the bulletin board. Attachments handling to be considered along with past meeting minutes.

Board Governance - Ad Hoc Committee still in operation.

NEW BUSINESS

Board Members -Recruiting and selection - Discussion regarding need for roles on the Board and understanding of governance. Certain skills are valuable including legal, fiscal, human resources, social work with seniors, etc. Our By-laws allow up to 1/3 of Board to be non Center members. We currently have one non Center Board member. We currently have two openings on the Board.

Comments included:

Suggest a round robin of local attorneys providing pro bono help. It helps to have an attorney on the Board.

We should develop a pool of applicants. Publicize need for Board members.

Should we be considering downsizing? Maybe fill now and downsize later?

Do we need 15 members? Should we consider 11 or 13 - Should be more than 10.

Most Senior Centers are Town Departments and have staff support of other Town Departments like legal, human resources, etc. Our Board provides that staff support.

We should be recruiting people we know personally to have needed qualities to be Board members.

People should have desire and passion to be a Board member.

Maybe Governance Committee should set some criteria for what we need.

Current Board members are asked to think and talk about these ideas.

We can recommend to the Town Board and they would appoint until we decide what to do about selection of Board members. Chair will prepare a letter regarding the subject as insert for the newsletter and distribute it to Board for prompt comments.

Corporate Resolution - Covered before meeting with Bank of Akron representative.

Combination of Membership and Program Committees - Discussed and agreed to pursue earlier in meeting.

2010 Objectives - Staff, Board, Committees - Be thinking and preparing. A possible set of Board objectives was distributed.

Standing Committee Appointments -

Quorum - Following discussion and review of Roberts Rules it was determined that ex-officio members of a committee who are members of the Board count toward a quorum with the single exception of the Chair who does not count toward a quorum. If we had any ex-officio committee members who were not members of the Board they would not count toward the quorum.

Several motions were then made regarding Standing Committee appointments.

Motion to approve the Standing Committee appointments of the Chair on list of 1/11/2010 made by Darrell Young. Second by Roselle LaBruna. Voting aye (4) Blum, Kirchner, LaBruna, Young. Voting nay (7) Bedenko, Bylewski, Carpenter, Corbelli, Ruhland, Scherf, Vito. Motion denied.

Motion to approve the Standing Committee appointments of the Chair except Finance and Nominating made by Jim Blum. Motion failed for lack of second.

Motion to approve Standing Committee appointments of the Chair to the Program & Publicity and Membership Committees made by Edna Scherf. Second by Jackie Carpenter. Motion carried unanimously.

Motion to approve Standing Committee appointments of the Chair to the Personnel and Planning Committees made by Jim Blum. Second by Norm Kirchner. Motion carried unanimously.

Motion to approve Standing Committee appointments to the Nominations Committee by the Executive Committee made by Darrell Young. Second by Norm Kirchner. Voting aye (7) Blum, Carpenter, Corbelli, Kirchner, LaBruna, Scherf, Young. Voting nay (4) Bedenko, Bylewski, Ruhland, Vito. Motion carried.

Motion to approve Standing Committee appointments of the Chair to the Legislation & By-laws Committee made by Jim Blum. Second by Norm Kirchner. Voting aye (4) Blum, Kirchner, LaBruna, Young. Voting nay (6) Bedenko, Bylewski, Carpenter, Corbelli, Scherf, Vito. Voting abstain (1) Ruhland. Motion denied.

Comment that maybe revised by-laws should be handled by a Committee of the Whole (quorum of full Board consider).

Chair stated that committees of last year continue (Finance and L & B) until new appointments are approved.

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

Victor Miller - Regarding Board openings - You should not fill just for sake of filling an opening that could be filled. When at maximum you have no wiggle room - difficult to move forward. Personal contact best way to understand qualifications. If you have a need you can consider those qualifications to fill it. Should consider qualifications versus openings. Doesn't like advertising for Board members.

Ruth Haas - It would be a good idea to work on how an election by members could be run. I think the Town wants you to do that.

EXECUTIVE SESSION - None

ADJOURNMENT - Motion to adjourn at 11:06 am by Jackie Carpenter. Second by Edna Scherf. Motion approved by unanimous consent.

Next Meeting - February 11, 2010

Jim Blum, Secretary