

CSC Board July 08, 2010 Draft #2 - Board Approved 8/12/2010
CLARENCE SENIOR CITIZENS, INC.
4600 THOMPSON ROAD
CLARENCE, NY 14031

REGULAR BOARD MEETING
Date: July 8, 2010

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

ROLL CALL

PRESENT: Jim Blum, Tony Bylewski, Jackie Carpenter, Paul Corbelli (out 10:30am),
Norm Kirchner, Roselle LaBruna, Rosemond Ruhland, Neil Struebing, Janet Vito, Bill Westley,
Darrell Young.

EXCUSED: Edna Scherf

Executive Director: Karla Madrid

Town Board Liaison: Bernie Kolber (did not attend)

PLEDGE OF ALLEGIANCE - Mission Statement - Roselle LaBruna

SECRETARY'S REPORT- Jim Blum

June 10, 2010 Minutes - Minutes were distributed. Proposed changes by one member have
all been incorporated. Motion to approve June 10, 2010 minutes draft #2 made by Jim Blum.
Second by Janet Vito. Motion carried unanimously.

Secretary has notes of member comments from the Annual meeting.

TREASURER'S REPORT - Darrell Young

June Report reviewed, received and referred for audit.

CHAIRPERSON'S REPORT - Bill Westley

No Report. Would like to go through Committee reports as quickly as possible to allow time for
two important discussions - election procedures and an executive session.

EXECUTIVE DIRECTOR'S REPORT - Karla Madrid

COF 07/08/2010

As of 06/30/2010 - paid members 1,117; total van mileage 97,111.

Month of April - new members 22; total attendance 2,465; meals served 1,247;
van riders 255; van miles 1,984

Daemen Proposal - External Learning Experience for Upper Division nursing students. There is a Memorandum of Affiliation to be signed. Daemen will provide insurance and faculty monitoring. Students will pass out survey to members on a busy day asking to identify medical problems. A report and presentation will be offered later. One student has approached us to do a project here.

We already have a relationship with Erie Community College and will consider internships with the University at Buffalo. The Executive Director will be attending a workshop on internships at UB.

Motion to approve signing the Memorandum of Affiliation with Daemen College made by Tony Bylewski. Second by Roselle La Bruna. Motion carried unanimously.

NYS Office for Aging Grant - Through Senator Ranzenhofer. A contract authorizing a total of \$10,000 which is to cover \$5,000 for updating office computers and \$5,000 for new banquet tables has been received.

TOWN BOARD LIAISON REPORT - Bernie Kolber

No Report. Comments from the Annual Meeting regarding the parking lot sealing and striping and the bump at the highway were sent to the Liaison by the Board Chair. No response has been received at this time.

COMMITTEE REPORTS

FINANCE - Janet Vito

COF 6/23/2010, Draft 6/30/2010

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

Directors & Officers Liability Insurance - All quotes were not received on time. Committee agrees to assess in 2011 and stay with Hartford for now. Motion to approve renewal of Hartford at same limits (\$1 million) for 2010-2011 made by Committee.

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

Request for Proposal - Annual Independent Audit - Motion to approve proposal letter from the Committee made by the Committee. Discussion on proposals from the Board Chair, minor change by the Committee and term of contract (one year with options for three years or straight three years).

Motion to table the subject for review during the Executive Session made by Jim Blum. Second by Darrell Young. Voting aye (4) Blum, LaBruna, Struebing, Young. Voting nay (6) Bylewski, Carpenter, Corbelli, Kirchner, Ruhland, Vito. Motion denied.

Discussion regarding professional qualifications needed for preparing the document and possibility of having a CPA review the proposal. Further discussion regarding billable hours for in year discussions, consider separating tax preparation from audit function, this is a request for proposal rather than a specification.

Minor changes agreed regarding three year contract term, response by July 30, and removing last section regarding Finance Committee meeting with auditor.

Voting on Committee motion to approve the modified proposal letter from the Committee and it be sent to seven (7) audit firms - Motion carried unanimously.

Commentary on Finance Committee - "The Finance Committee has received e-mails from a Board member regarding functioning of the Committee and warnings of violation of confidentiality rules.

As the Finance Committee finds these commentaries and warnings to be inappropriate, unfounded, and without merit, the matter is referred to the Board of Directors with a request for review and discussion in the Agenda item "Executive Session" of this meeting."

To Executive Session." Copy distributed to Board members/Board Secretary . COF 7/8/2010

2011 Budget Proposals - Being worked on and going well.

MEMBERSHIP, PROGRAMS & PUBLICITY - Edna Scherf

No report.

NOMINATING - Jackie Carpenter

No report.

LEGISLATION & BY-LAWS - Tony Bylewski

NYCON Reply - Comments on draft bylaws received but not discussed by Committee.

By-law Committee meetings scheduled the next three Wednesday mornings at 9:30am

Inputs have been received from three Board members. One requested response in writing.

All Board members are asked to attend Bylaw Committee meetings to interact with the Committee. Hope to get back with a revised bylaws draft for the August meeting.

Due to posting requirements, voting on bylaws is delayed to September at earliest.

PERSONNEL - Jim Blum

No Report. Will be discussing the referral from the Finance Committee and the Pension percentage at the next meeting.

PLANNING - Janet Vito

Draft COF 6/24/2010

No action items.

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

None.

OLD BUSINESS

Election Procedures - Draft COF 6/10/2010

Item #1 - Nominating/Election Committee - Comments that NYS Non-Profit Corporation Law requires three Board members, voting issue when an even number of members, and that most Board members are Center members. Motion that the Committee be made up of three Board members and two Center members made by Jim Blum. Second by Jackie Carpenter. Voting aye (5) Blum, Carpenter, LaBruna, Struebing, Young). Voting nay (5) Bylewski, Corbelli, Kirchner, Ruhland, Vito. Chair votes aye. Motion carried.

Item #4 - Candidates - Following discussion regarding inclusion of previous Board members and any members in good standing, possible Board appointments to provide needed skills, skills matrix would show all of candidates related background, motion that "Candidates for election to the Board of Directors may include any one who has submitted an application and meets all candidacy requirements." made by Darrell Young. Second by Neil Struebing. Motion carried unanimously.

Item #8 - Number of candidates equal or less than openings - Following much discussion regarding the case of equal or less candidates than Board openings, consideration of members vote yea or nay on each candidate, consideration of plurality vote, meet candidacy requirements so don't need vote approval, and the possible reaction if there is an election but no one gets to vote on anything; a motion was considered. Motion to approve #8 as written on the proposal made by Tony Bylewski. Second by Janet Vito. Voting aye (6) Bylewski, Carpenter, LaBruna, Ruhland, Struebing, Vito. Voting nay (4) Blum, Corbelli, Kirchner, Young. Motion carried.

Motion to approve remaining items #2, 3, 5, 6, 7, and 9 which were close to agreement last month made by Tony Bylewski. Second by Neil Struebing. Motion carried unanimously.

NEW BUSINESS

None.

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

None.

EXECUTIVE SESSION

Motion to go into Executive Session at 10:20am under NYS Law 105(1f) to discuss the work history of a particular person made by Paul Corbelli. Second by Darrell Young. Motion carried unanimously.

Motion to go out of Executive Session at 11:10am made by Tony Bylewski. Second by Roselle LaBruna. Motion carried unanimously.

SPECIAL BUSINESS

Motion that materials distributed to Board members at Board Executive Sessions be retained by all Board members unless the Body votes otherwise made by Tony Bylewski. Second by Roselle LaBruna. Voting aye (8) Bylewski, Carpenter, Kirchner, LaBruna, Ruhland, Struebing, Vito,Young. Voting nay (1) Blum. Motion carried.

Comment that each person here now has a copy of a particular document but they cannot share that document with anyone outside of the Board itself unless the Board determines otherwise.

Motion that the letter distributed to the Board from a staff member when we went into Executive Session the last time, that copies be given to all Board members for their reference only, so at this point it is confidential made by Tony Bylewski. Second by Norm Kirchner. Motion carried unanimously.

Candidacy Requirements - All Board members are requested to convey their ideas on Board candidacy requirements to the Bylaws Committee Chair, Tony Bylewski.

ADJOURNMENT - Motion to adjourn at 11:20am by Tony Bylewski. Second by Neil Struebing. Motion approved by unanimous consent.

Next Meeting - August 12, 2010

Jim Blum, Secretary