

**CLARENCE SENIOR CITIZENS, INC.**

**4600 THOMPSON ROAD**

**CLARENCE, NY 14031**

**REGULAR BOARD MEETING**

**Date: June 9, 2011**

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

**ROLL CALL**

PRESENT: Henry Becker, Jim Blum, Jackie Carpenter, Darlene Feinen (out 10:30am), Norm Kirchner, Violet Oldenski, Rosemond Ruhland, Paul Schulz (out 11am), Neil Struebing, Janet Vito, Bill Westley, Darrell Young, Holly Zuffranieri (out 10:30am).

EXCUSED: Paul Corbelli

Executive Director: Karla Madrid

Town Board Liaison: Bernie Kolber (in 10am)

**PLEDGE OF ALLEGIANCE** - Mission Statement - Rosemond Ruhland

**SECRETARY'S REPORT-** Jim Blum

May 12, 2011 Minutes - Received two suggestions from one Board member. Revised in line with both. Motion to approve May 12, 2011 minutes made by Jim Blum. Second by Darrell Young. Motion carried unanimously.

Board member Janet Vito raised question regarding whether Executive Committee Minutes should have included matter related to CD papers signed by officers. Secretary responded that no motions were taken so no action was recorded in the minutes.

**TREASURER'S REPORT** - Darrell Young

Corrected May Treasurer's Report distributed at the meeting reviewed, received and referred for audit.

Board member Janet Vito requested current balances for accounts. Treasurer did not have them available.

Board member Janet Vito raised question regarding whether Treasurer/Executive Committee could take actions regarding CD investments of \$62,000 corporate funds without Board knowledge or Board approval. Other comment that it has always been the responsibility of the treasurer to operate as a Controller and move money around. New bank security procedures now require officers signatures on a corporate resolution for each account. Board member Vito commented an opinion that the actions taken conflict with Bylaws, an abuse of executive privilege. After some discussion, motion to ratify actions of the Treasurer made by Paul Schulz. Second by Henry Becker. Voting aye (11) Becker, Blum, Carpenter, Feinen, Kirchner, Oldenski, Ruhland, Schulz, Struebing, Young, Zuffranieri. Voting nay (1) Vito. Motion carried.

**CHAIRPERSON'S REPORT - Bill Westley**

**Annual Meeting** - June 23 at 1:15pm - Also celebrating the 30th anniversary. Annual report draft distributed for review and comment. Presentation concept using overhead projection described by Board Chair.

**Member** - Basic issue to decide regarding who is a member of the corporation and what kind of a corporation we are. Alternatives offered by the Bylaws Committee were discussed and the Bylaws Chair reviewed the considerations covered in the Bylaws Committee reports from 5/18 and 6/1/2011.

Two lawyers have considered the issues concerned and given their thoughts. Issue is whether the Center members should elect the Board of Directors members. The election by members would require presence or proxy of a quorum of at least 100 members voting. There are now over 1100 members and we don't have room for all members at the Center where there is a limit of about 194 in the room. The other alternative is for the Board to elect Board of Directors members requiring a quorum of the approximately 15 members. The Board electing Board members is much less complex and less costly than having Center members elect.

Discussion of many issues followed including the history of the incorporation of Clarence Senior Citizens, inc.; general feeling of the Town Board members; feeling of current Center members; seeming lack of interest of Center members in the Annual Meeting;

Motion that the Board designate that the Board members are the voting body and the center membership provides rights to the programs, activities and benefits of the Senior Center made by Jim Blum. Second by Jackie Carpenter.

Much discussion on various aspects of the matter. Paul Schulz thinks that Bylaw procedures would be basically the same for either members elect or Board elects although the detailed election procedure would be more complicated for members elect. Discussion on center members need more help to understand the issues, could be popularity contest if members vote, could include center members on Nominating committee to provide input, could have Board appoint some and members vote on some Board members.

Motion to table the motion made by Janet Vito. Second by Norm Kirchner. Voting aye (3) Kirchner, Ruhland, Vito. Voting nay (9) Becker, Blum, Carpenter, Feinen, Oldenski, Schulz, Struebing, Young, Zuffranieri. Motion denied.

Motion restated that the Board members are the voting members of the Clarence Senior Citizens, Inc. voting aye (5) Blum, Carpenter, Struebing, Young, Zuffranieri. Voting nay (6) Feinen, Kirchner, Oldenski, Ruhland, Schulz, Vito. Voting abstain (1) Becker. Motion denied.

Motion that the dues paying members are voting members of the corporation made by Paul Schulz. Second by Norm Kirchner.

Intent stated by Board member Schulz is that center members would vote on Board of Director members and proposed changes to the Certificate of Incorporation only. Members are currently not given the right to vote on bylaw changes and that would require a further change to bylaws. Bylaws Chair stated that this has nothing to do with voting on Board officers - just membership on the Board.

Voting aye (11) Becker, Blum, Carpenter, Feinen, Kirchner, Oldenski, Ruhland, Schulz, Struebing, Young, Zuffranieri. Voting nay (0). Voting abstain (1) Carpenter.  
Motion carried.

Bylaws and Nominating Committees to work out detail proposals for election procedures.

**Training** - Ad Hoc Committee met on May 17.

COF 5/17/2011

Trying to decide how to go ahead with Board training. Talking about several possibilities of training and trainers.

Recommendation by the Ad Hoc Training Committee is to go with session one of the multiple proposed training sessions using Lean Six Sigma (LSS) as the procedure. Do one session and then decide whether or not to continue with the commitment. Two to three hours involved.

Discussion included training of staff vs. training of the Board, consider NYCON training availability, consider costs and their effect on programs, does LSS apply to what the Board is doing, LSS applies to staff more than Board, can we do LSS session one and then decide, governance policy, can we use LSS on governance rather than what was proposed, need to decide the target need and then decide who can best provide the training.

Liaison Kolber commented that the Board must decide what are you trying to accomplish? What are you trying to achieve? Looking for efficiency, cost, quality? Goal should determine what applies to what you are doing.

Motion to approve recommendation of the Ad Hoc Training Committee to proceed with session one of LSS training made by the Committee. Entire Board familiarization.

Jim Frost says LSS would work out what to work on in the first session. It would emphasize effectiveness and efficiency. Session one would be two to three hours. Then we would decide what to do next.

Voting aye (10) Becker, Carpenter, Feinen, Kirchner, Oldenski, Ruhland, Schulz, Struebing, Vito, Zuffranieri. Voting nay (2) Blum, Young. Motion carried.

**Benchmarks** - Board Chair will distribute draft of benchmarks progress by E-mail.

**EXECUTIVE DIRECTOR'S REPORT** - Karla Madrid

COF 06/09/2011

**As of 05/31/2011** - paid members 1,185; total van mileage 118,497

**Month of May** - new members 14; total attendance 2,395; meals served 1,107;  
van riders 292; van miles 2,215

**Membership** - Total membership is on the rise. Attendance is up.

**Meals on Wheels** - Received Certificate of Appreciation presented by Ben Gair, CEO of Meals on Wheels for WNY, in appreciation for all the Center does to support their mission.

**Annual Meeting** - June 23 (4th Thursday in June) at 1:15pm. Anniversary Celebration to follow at about 2:30pm. Town officials will be invited. Board members should sign up for the Celebration.

**Flea Market** - Successful. Still selling items. Made about \$1400 so far

**TOWN BOARD LIAISON REPORT** - Bernie Kolber

**Front Entrance** - Town Engineer will look at it again.

**Solar Panels** - Contract awarded. Hopefully will be done this year. Provide power generation. Cost is virtually all covered by grants.

## COMMITTEE REPORTS

**LEGISLATION & BY-LAWS** - Norm Kirchner

COF 05/18 & 6/1/2011

Covered under Board Chair report.

**PERSONNEL** - Jim Blum

No report.

**PLANNING** - Jim Blum

Request COF 06/09/2011

**Strategic Plan** - Reviewed request in Board packet for input regarding first sections of the strategic plan. Barb Ucci has resigned from the Planning Committee.

**FINANCE** - Neil Struebing

COF 05/26/2011

No report other than what was in package.

**Questions** - Board member Vito raised several issues without offering any motions.

They included matters related to the Finance Committee objectives, Annual Audit Management Letter, internal controls policies, required Board approvals and information, insurance, timing of financial reports availability, and no response to questions.

**MEMBERSHIP, PROGRAMS & PUBLICITY** -Violet Oldenski for Edna Scherf

No report.

**NOMINATING** - Jackie Carpenter

No report.

**Director Candidates** - Board members are asked to encourage candidates to apply at Center office. Discussion on number of candidates that we need related to Board size. This is a decision to be resolved..

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

Sandy Kindt - Commented on need for agenda item explanations for members possibly in newsletter.

Barb Ucci - Commented that if members are going to vote for people on the Board, members should be included in Board training. Commented that new Board member Feinen should have received explanation on procedure regarding motions when a motion to table occurred.

**OLD BUSINESS**

None.

**NEW BUSINESS**

None.

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

Sandy Kindt - Commented on the van having repair problems and being difficult for some to get on the van.

Renee Williams - People don't come to Board meetings because they are boring and people don't really understand what is going on.

Janet Vito - Mentioned NYCON training seminars on Non Profit Accounting Basics and IRS Form 990 for non profits being held at Holiday Inn on Niagara Falls Boulevard on June 21.

Violet Oldenski - Commented on fact that members want to learn, they want to participate. Lets try to make it easier for them to understand.

**EXECUTIVE SESSION**

Motion at approximately 10:45am to go into executive session under NYS law 105(1f) to discuss the work history of a particular person made by Darrell young. Second by Norm Kirchner. Motion carried unanimously.

Motion to go out of executive session made by Darrell Young. Second by Jackie Carpenter. Motion carried unanimously.

**July Meeting** - Motion to hold meeting in July made by Rosemond Ruhland.  
Second by Violet Oldenski. Motion approved by unanimous consent.

**ADJOURNMENT** - Motion to adjourn at 11:10am made by Darrell Young.  
Second by Jim Blum. Motion approved by unanimous consent.

**Next Meeting** - July 14, 2011

Jim Blum, Secretary