

CLARENCE SENIOR CITIZENS, INC.

4600 THOMPSON ROAD

CLARENCE, NY 14031

REGULAR BOARD MEETING

Date: September 9, 2010

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

ROLL CALL

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

EXCUSED: Jackie Carpenter

Executive Director: Karla Madrid

Town Board Liaison: Bernie Kolber (9:10 - 11am)

PLEDGE OF ALLEGIANCE - Mission Statement - Neil Struebing

SECRETARY'S REPORT- Jim Blum

August 12, 2010 Minutes - Updated minutes were distributed. Proposed corrections were received from two members. All from one member were used. Most of those by a second member were revised in line with the recording. Some suggestions for additions did not occur in the meeting and some deletions suggested as unnecessary remain in the minutes after reviewing the recording.

Motion to approve August 12, 2010 minutes draft #2 made by Jim Blum.

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

Comment on Minutes - Board member Vito read and submitted a prepared statement:

"MINUTES - THE TONE OF MINUTES IS ONE OF NEGATIVITY AND BIAS, AND, CONTINUE TO PRESENT A BOARD OF DISCONNECT AND BEING DYSFUNCTIONAL."

September 2, 2010 Minutes - Special Meeting on Bylaws - Minutes distributed during meeting for approval at next meeting.

TREASURER'S REPORT - Darrell Young

August Report reviewed, received and referred for audit. The Operating Savings increase over July is the \$5,000 grant money temporarily in the Operating Savings Account to draw a tiny bit of interest. Question raised regarding big drop in Operations Savings in prior month.

Treasurer noted large amounts moved to Payroll and Operations Checking accounts.

CHAIRPERSON'S REPORT - Bill Westley

Meet the Board - Board Chair suggests a "Meet the Board" meeting in mid-October. After we hear the Nominating Committee report and have the timing of elections, we can have a Meet the Board in mid October. Two dates were offered 1) Wednesday, October 20 evening with the pot luck supper or 2) Thursday, October 21 morning. Either date would allow the Board and Board candidates to meet members.

EXECUTIVE DIRECTOR'S REPORT - Karla Madrid

COF 09/09/2010

As of 08/31/2010 - paid members 1,178; total van mileage 100,926

Month of August - new members 35; total attendance 2,648; meals served 1,149;
van riders 285; van miles 1,785

Membership - Going up, Attendance up. Generally things are increasing.

Community Day & Open House (Friday, August 27 - 4 to 8pm) - Was a great success.
Estimate of at least 500 people attended. About 20 new members signed up. Some new faces and young people. Thanks to Board and Center members who took part.

Senior Center Polo Shirts - Available for \$15. White and dark blue colors available. They include embroidered name of the Center. Hoping Board members will buy them. Order in the office.

Parking Lot Sealing - Highway has been informed about the picnic date on Friday.

TOWN BOARD LIAISON REPORT - Bernie Kolber

Parking Lot - Calling highway weekly. Paving has been done at the entrances. Hopefully sealing will be done in next week or two.

COMMITTEE REPORTS

FINANCE - Janet Vito

Draft COF 8/18/2010

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

Annual Review of 2 Policies - 1) Financial Commitment Policy - Suggest adding perform internal audit reviews. Motion to add perform internal audit reviews to Financial Commitment Policy made by the Committee. Voting aye (8) Blum, Bylewski, Corbelli, Kirchner, La Bruna, Ruhland, Scherf, Vito. Voting nay (2) Struebing, Young. Motion carried.
2) Internal Audit Policy - No changes suggested in the policy set by the Board.

2010 External Audit - Letter received from Amato-Fox thanking the Board for selecting them for the 2010 audit. They will do their best to meet or exceed our expectations. They will contact us in the next couple weeks to make arrangements for the upcoming audit.

Corporate Cell Phone for Van Driver and Offsite Location for Computer Backup for accounting and office systems - Both referred to the Executive Director by the (Finance) minutes.
ED comments no changes have been done at this time. ED expects information available in mid-October.

Six Months Internal Audit Review - Report Summary and Recommendations were sent to both the Executive Director and Treasurer for responses. Requested answers by August 18th Finance Committee meeting. No response has been received. There was very little discussion by the Treasurer at the August 18 meeting. Since the Committee has fulfilled their responsibilities in doing the report, it was felt that it was time to send the report on to the Board for their discussion.

Recommendation for the Board to discuss with the Treasurer regarding, in the summary, two things that were specifically referred to him in the report summary: 1) Authorizing payments and signing related checks. The Treasurer may only sign checks, may not authorize payment of any type of invoices. 2) All invoices and receipts must be approved by the Executive Director prior to checks being signed. Finance Committee has not received comments from the Treasurer. We leave it up to the Board to have discussion with the Treasurer on this as we have not received comments.

Board Chair asked for any comments on the report. Paul Corbelli couldn't understand why Committee wasn't receiving comments to the report. Answers dragging on quite a while.

Board Chair asked Treasurer if there were any comments on the report at this time. Treasurer responded "no comment at this time."

Committee Chair states that it is up to the Board to make a decision on what they want to have done regarding the findings of the review.

Comments included: Seven or eight invoices related to the Treasurer were reviewed.

The only issue is authorizations by Treasurer should have been authorized by the Executive Director, there are no material issues regarding improper posting or cost the business something that it shouldn't have cost. The issue is that the items should have been authorized by the Executive Director before the Treasurer signed the checks. The Treasurer should not be authorizing payments and then signing the check to cover an expense. If the Executive Director had authorized the items, there would be no issue.

Committee Chair insists that anything that has to be paid needs to be signed off by the Executive Director or be signed off by responsible staff before anyone signs the check.

Executive Director states that there are internal controls that are being met. Several internal controls are being followed when the Treasurer signs the checks. The Treasurer is not writing out the checks.

Petty cash items were paid by cash when it looks like they should be paid by check so that we can follow against our budget. Executive Director states either cash or check will be posted to the right budget line.

Question was raised regarding cash refunds. ED states that people get a piece of paper when they pay cash. Data is logged as to who paid, the date, and what it was for.

Executive Director states that there are internal controls being met. We have internal controls not just Board approved internal controls. We have internal controls not approved by the Board that are being followed.

Comment that issues with internal controls set by the Board should be brought to the Board for any changes recommended. Ed comment that there are no Board approved internal controls for some things. We have procedures for them.

Committee would like to have noted that this was addressed, is on file and is with the Board.

ITEM OF INTEREST - Came before the Board relating to the memo from the ED relative to the findings of the Internal Audit (3/25/10 August-December Financial review). Came back to the Finance Committee.

This is regarding the memo ("confidential") that was part of the July meeting. Board member Vito read from the last paragraph of the previously "Confidential" memo from the ED as follows:

THE E.D. STATES - "HOW DOES THIS REPORT SIGNIFY THE BOARD OF DIRECTORS SUPPORTING THE STAFF?"

"IT HAS BEEN MY GOAL FROM THE ONSET OF TAKING THE POSITION OF EXECUTIVE DIRECTOR TO COOPERATE FULLY AND KEEP THE LINES OF COMUNICATION OPEN AND FRIENDLY BETWEEN THE OFFICE AND THE BOARD OF DIRECTORS. WHEN THAT OPENNESS RESULTS INSOMETHING SUCH AS THIS REPORT, I AM LEFT WITH NO OTHER CHOICE THAN TO BE GUARDED IN ORDER TO SAVE MY REPUTATION AND THE REPUTATIONS OF THE STAFF. I IMPLORE THAT THE BOARD OF DIRECTORS TAKE ACTION TO STOP THIS HARASSMENT."

Board member Vito then stated:

WITH RESPECT TO THE REQUEST OF THE EXECUTIVE DIRECTOR, I WOULD TO MAKE A MOTION, "THE CLARENCE SENIOR CITIZENS, INC. BOARD OF DIRECTORS RETAIN AN INDEPENDENT PROFESSIONAL TECHNICAL ASSISTANCE PROVIDER, NEW YORK COUNCIL OF NON-PROFITS (NYCON), TO BRING RESOLUTION TO THE HARASSMENT ALLEGATIONS BROUGHT FORWARD BY THE EXECUTIVE DIRECTOR RELATIVE TO THE 3/25/10 FINANCIAL REVIEW." Made by Janet Vito. Second by Tony Bylewski.

Discussion ensued with points raised following. Almost like a mediator.

Board member Vito discussed this with the NYCON representative who said that this was not uncommon. They could be of assistance to resolve this. There is no cost estimate for this. Suggest talk to NYCON on the phone. They would then send out a survey to the Board. Two to three meetings to do this.

Should have something in writing from the gentleman before we consider this. We could set a limit on how much cost we would allow. This Board needs this help. Comment that a center member talked to the attorney and a Board member is misconstruing his comments. Incredibly sad that we can't come to the table and work it out ourselves. Question whether we can work it out - don't see where we're going to come to a conclusion on our own. Isn't there something going to come up under Old Business that might have effect on this as well regarding the Financial Advisory Panel? Shouldn't we delay coming to grips with this until we talk about that as well?

Motion to table the motion to have a mediator made by Darrell Young. Second by Neil Struebing. Voting aye (4) Blum, Kirchner, Struebing, Young. Voting nay (6) Bylewski, Corbelli, LaBruna, Ruhland, Scherf, Vito. Motion denied.

Wouldn't the Advisory (panel) function the same way?

Board member Bylewski stated that the Advisory Panel was to come in and look at internal controls. The motion is to have this concern (harassment) that has developed creating this dysfunction between the Finance Committee, Executive Director, the rest of the Board, and the Treasurer, to try to resolve this issue.

Board member Blum stated that he thought the Advisory Panel was to look at all aspects of internal Financials. That would have put them into this as well.

Brief discussion on limits on the motion. Motion read again.

Further comments If we find out it will be too expensive, we could also vote to discontinue later - it's not going to be free. Prefer to not set a limit. Would like to see the ED and Finance Committee get together to come together and resolve their differences without a mediator. Would have to go back to the Committee. It should be a neutral party. It would be a teaching school for the Board as well and part of continuing education. Question whether a mediator would be effective. This would be a full Board involvement. I would not feel comfortable without some limit in amount. The harassment issue is related to the Internal auditing process and would be involved with the Financial Panel work.

Comments included the financial process review should come first and also that the mediation should come first. The memo has other comments that were not brought up with this motion. Additional comments from the memo were read. Board member Vito noted "there are two issues, the motion deals with the harassment issue. The other issue concerns internal controls and audit process."

Executive Director thinks the panel of accounting experts could help the internal audit process. Don't want to discount mediation because there are other things going on.

Motion read again.

On the motion voting aye (4) Bylewski, Corbelli, Ruhland, Vito. Voting nay (4) Blum, Kirchner, Struebing, Young. Voting abstain (2) LaBruna, Scherf. Chair (Westley) votes nay. Motion denied.

LEGISLATION & BY-LAWS - Tony Bylewski

Proposed Bylaws - We have moved at the last meeting to postpone to time certain the discussion of the bylaws as submitted. The Committee recommendation is to adopt these bylaws as submitted after meeting the posting requirement of the current bylaws. We have now passed the 30 day requirement and the motion is on the floor.

Committee motion is that the bylaws as posted be accepted in total. If they are accepted as posted, they would be accepted as bylaws.

Comments - Edna Scherf - At last weeks special meeting I pledged to listen to the members and their concerns about bylaw revision. It was clear to me that far more of you feel stronger against lowering the membership age than supported lowering the membership age. I heard you and my vote today will need to reflect that. I strongly believe that lowering the age to 50 would not be a detriment to the Center. I want to remind you all that members are not the only stakeholders - Town and taxpayers are also. As we move into the future this may come up again as we talk about a Community Center and the visioning for the future of our Town. Today I am submitting my resignation from the Board effective at the end of September.

Norm Kirchner - There were quite a few other things that were brought up in that meeting and I think they need to be resolved at the Committee rather than at this level.

Neil Struebing - Are we having a wholesale vote for or against the bylaws? At the meeting last week there were many comments from the members regarding various points in the bylaws. I believe to honor the members feelings some of these things have to be voted on individually otherwise we are just ignoring what our membership said last week.

Rosemond Ruhland - When we had the Special Meeting, the questions that were asked by the gallery were answered by the Committee Chair. I don't see why you would have to go back to them to revise something. The issue regarding 18 year olds was stated as the law. I'm not sure what the Board members are getting to. The only disagreement that I can see is the age of 50 from 55.

Jim Blum - I've thought about this a lot, probably sent more information to the Bylaws Committee than anyone, worked on bylaws a great deal in the past. My grave concerns are there are at least 20 items in these bylaws that I feel very uncomfortable with. There are at least near a half dozen items where the NYCON attorney and their standard bylaws were not inserted in this proposal.

Taxpayers of the Town of Clarence are basically the owners of this situation. The members of the center are customers who utilize the service. It is a major thing as part of this bylaws proposal changing from a no member concept to a member corporation concept. A class B corporation can operate with a Board and no corporate members. You heard the problems in members voting on detail issues.

I don't like non-Clarence members, don't like age 50, don't like the Board going from 15 to 11, don't like chairs picking their committee members, and 18 or 19 other items.

We should have the Policy Governance person take a look at the bylaws. I personally believe that we should have Tom Palmer review the proposal as we committed in January.

I see no logical reason to approve the thing as a total package. We can still use plan A for members to select Directors.

The only reasonable thing we can do is reject the whole, have an election like we did before, possibly have the people who have criticisms propose something for the Board to approve and pass on to the Bylaws Committee regarding individual paragraphs in the bylaws.

There are some very good things in there that should end up in the bylaws.

When you say take this whole thing or else, I say no way.

Paul Corbelli thinks things were cleared up at the special meeting. The (Committee)Chair clarified just about all the questions that came from the floor and from the members. I don't see why you keep postponing this.

Norm Kirchner thinks we have to take it down to the Committee level and need instructions from the Board to the Bylaws Committee on the major things like the age and whether we have outside members. There are other things where we need specific instructions.

Bylaws Committee Chair states that the Committee has met, has debated for months and months and the Committee has made the recommendation to the Board. The Board has a right to vote down the bylaws and decide what they would do next. My recommendation was for the Committee to bring it forth to the Board.

You should have 2/3 majority pass these bylaws as-is. I see that as being almost insurmountable listening to the Board now. If the Board does not approve the proposal, I will resign as the Committee Chair. We have done our job.

If the Board is not satisfied with what the Committee has accomplished to date, the Board can be a committee of the whole, take on the responsibility of the bylaws themselves and make whatever amendments or adjustments they wish and go forward. If not approved, I can no longer go on as Committee Chair.

Question is to accept the proposed bylaws as is:

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

Bylaws proposal is defeated. Present Bylaws remain in place.

Bylaws Committee Resignations - Tony Bylewski resigned as Bylaws Committee Chair.

Committee Vice-chair Janet Vito resigned from the Bylaws Committee. Board member

Rosemond Ruhland resigned from the Bylaws Committee. Center members Ruth Haas and

Violet Oldenski resigned from the Bylaws Committee.

Remaining Committee members include Tony Bylewski, Norm Kirchner, Darrell Young and Bill Westley, ex-officio. Board Chair to reform a Bylaws Committee.

MEMBERSHIP, PROGRAMS & PUBLICITY - Edna Scherf

No report.

NOMINATING - Jackie Carpenter (Vice Chair Norm Kirchner reporting) COF 9/2/2010

We have five applications for Board membership at this time and we have two current Board members whose term will expire. Tony Bylewski and Roselle La Bruna both decline to stand for election.

Proposed schedule is: Applications for Board of Director members have to be in by 9/30

Applications presented to the Board 10/14

Ballots mailed to members by Friday, 10/15

Member Ballots returned by 11/01 - end of month occurs on a Sunday.

Election Results presented on 11/04

Time Line for Election of Officers: Names presented November 11/04

Election December 9

Installation on January 13, 2011

Comments include: When would the nominating Committee meet to determine the results?

Has to be between 11/01 and 11/04.

Nominating Committee will follow the Election Procedure approved by the Board. Some additional details will be determined by the Nominating Committee.

Cost of mailing must be done.

Dates approved by unanimous consent.

Election will be done by plan A so the new Board members may not be able to vote on officers. This matter sent back to the Nominating Committee to investigate.

Dates for Board membership and Board Officers again approved by unanimous consent.

We now have five candidates for six open seats. Less candidates than open seats.

There are other applications for Board membership out.

One comment regarding not a fan of for or against on the ballot.

Is there time for another Nominating Committee meeting? If changing the ballot shouldn't the Nominating Chair be involved? The ballot is a work in progress.

Comment by Town Liaison - Town still makes the appointments on these. We tried to turn the control of the Center over to the members. Seems that it has degenerated and things are worse now than its ever been in the past. Town is considering what we should do with it because it's not working. Town is considering everything from completely blowing it up and starting new or Town might consider taking back Board appointments. Not working. Should we (Town) just take back control of appointments. Appalled by what is going on this morning. Mind boggling where this has gotten to.

Nominating Committee Resignation - Ruth Haas has resigned from the Committee. Request Chair to consider making another appointment today. There are four members now. Need help for the counting. There will be only two Board members on the Committee after resignation of Board member Scherf effective September 30, 2010.

PERSONNEL - Jim Blum

No Report.

PLANNING - Janet Vito

No Report.

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

Ruth Haas - Why doesn't the Board seem to care if it follows its own policies?

Why are there are two separate internal controls?

I think it was already passed that it would be yes or no on the ballots.

Violet Oldenski - It has gotten to the point that we have lost something in our Board. We have lost our small town appeal. Our cooperative spirit, our kindness, forgiveness, our empathy, whatever you want to call it. Our meetings have turned into sessions rivaling the Supreme Court each trying to outdo the other in asserting knowledge of procedures and rules. The Board has become a contest - us against them, mind against mind. There should be no competing -no one side against another. Each Board member should speak independently.

I sincerely hope whomever you pick will fulfill the needs of the Board as well as the desire for some expertise. I have submitted my application to the Board but I am considering withdrawing it because of the dissention.

Pat Schanzer - I came to this meeting to find out if any members of the Board listened to us last week. And you did, thank you. I commend the people who worked on the Bylaws for all their energy and all the time that they put in it. I don't agree with them. I think 50% of the rules should be in policy manuals.. We are allowed three minutes for comments. It might be a good idea if you put a little time limit on some of the Board members that dominate the meetings. You might have more people coming to the meetings because they last so long.

Jennie Esmond - I'd like my application for the Board withdrawn. The Board refusing to revise hurts. We have spoken. We got a number of people to take part. Just the thought that the bylaws as they were presented. You resigned from the bylaws Committee instead of trying to work with us. They worked so hard on the by-laws and I know they put their heart and soul in it. But not even to suggest that they had to be accepted without any changes. Anything we said to you didn't make a difference?

Barbara Anderson - I'm not a committee member and am a relatively new member. People had been working 4-5 months trying to put together a good legal set of bylaws that would encompass a lot of problems you could have in the future. I didn't always agree with every single thing in it. As a body, I commend the Committee for what they did.

Rene Williams - Is there any reason legal or otherwise why just one thing could not be taken out of the bylaws? There was only one complaint and that was the 50 years.

Linda Kistka - Maybe if this could have been worked out a little more. Some people got the idea that this was being rushed through without any input. Maybe if they had come back to the members and asked for input from members instead of here, this is what we suggest. Use bigger time frame for members to work on it before we make it a bylaw. Let's get every bodies input first.

Ruth Haas - Past member of bylaws committee. Don't know how many meetings. They were posted on the Board. Not any or very few center members came. At last minute is the first time we are getting complaints. I don't think that's fair.

Dick Ellis - There are a lot of committees. I don't think any of us will make a special effort to go to the committee meetings when nothing is happening.

Lil Beverage - If the age is lowered to 50, this is no longer a senior center. This 50 would change the culture of the senior center.

Rene Williams - One Board member has many objections. To take in consideration one Board member is ridiculous.

OLD BUSINESS

Nominating Committee - Suggestion that Staff member Susan Shisler work with the Nominating Committee because she has access to and is familiar with all the records they will use.
Approved by unanimous consent.

Financial Advisory Panel - Chair reviewed background. Passed at last Board meeting. Board Chair would approach some financial professionals and present at this Board meeting for Board approval.

Contacted five financial professionals to serve on panel, pending Board approval, to review what we do and make a report to the Board based on their professional experience. They are Dan Tirone - Former financial consultant to the Town and CPA, Tom Yaiko -retired Public Accountant, Bob Hoag - familiar with the Board and also Public Accountant, Duane Sundell- Was on the Committee and also a professional in accounting, and Neil Struebing, degree in accounting and a business man. They are the panel I'm recommending.

We would send them copies of financial records and Financial Committee minutes to review to see if the approach being taken is sensible for the financial records that we have.

My objectives are to see if we have a sensible approach and to cut down on the amount of time we spend on finances. We should not be having 2 or 3 hour Board meetings.

This came through the Executive Committee and was presented at the August Board meeting.

Motion that the Chair appoint the five names as the financial advisory panel to perform as the Chair described made by Jim Blum. Second by Roselle LaBruna.

Rosemond Ruhland comment that Bob Hoag was on the Finance Committee and I believe he quit. Duane Sundell was on the Finance Committee and he also quit. Neil Struebing was the Chairperson and also resigned from that Committee. I would remove their names and try to come up with someone else. I would put the acting Chair on the committee in case there are any questions that may come up.

Edna Scherf agreed with what Rosemond said on people with no inside experience with the Board or committee to get a fresh perspective.

Janet Vito stated that Dan Tirone has ties with the Board was previously the CSC accountant before we had an independent audit and his name should be removed. Everyone needs to be totally independent to get an impartial review. What is the charge?

Chair states we are spending way too much time in Board meetings on financial matters and I want to get professionals in accounting to review the Finance Committee minutes and reports on what they are doing to see if they make sense. The reason I picked people who are familiar is to have a familiar side and to have people who are not at all familiar to have an unfamiliar side. I think we'd get a very straight forward report.

Board member Vito thinks this needs to be an independent, impartial advisory panel. Right now we have four members that are not in compliance with this. Recommends NYCON - They have done a number of organizations and they have the tools to provide best financial practices for the Center.

Comment NYCON would cost money, none of these people are asking for any funds.

Charge was for them to do an evaluation of our financial practices and make recommendations on our internal financial practices.

Board member Vito states that former Board member Bob Hoag in 2007 stated that an internal controls manual was not needed. Bob Hoag stated that internal controls would be evaluated by the outside auditor and the Finance Committee.

Voting aye (5) Blum, Kirchner, LaBruna, Struebing, Young. Voting nay (5) Bylewski, Corbelli, Ruhland, Scherf, Vito. Chair (Westley) votes aye. Motion carried.

Governance - Roselle LaBruna stated that she still didn't understand the new thing on governance. Stated a definition of governance from a dictionary. She sure she's not the only one. Not everyone else understands it. Asked for explanation.

Edna Scherf stated that governance is a general term - the model of governance is what we adopted - principles she handed out.

Since we adopted it, I've tried to contact the governance person but she has not responded to requests.

The Policy Governance Model is a guide for policies. The Executive Director would be empowered by the Board to run the organization. The Board sets limits within which the Executive Director operates. The Board speaks with one voice and is accountable to the ownership.

The Board makes policies.

The Executive Director carries out the policies within a broad framework.

Financial Advisory Panel - Comments.

Rosemond Ruhland - Confused with the Panel you want. Will the panel go through the committee minutes? They should start from the start. Ask for audits, look at this. The Committee felt that our records are very exact. We want the Board to look at the items that we found in the audit. You should have a member of the Finance Committee on the panel to answer some of the questions that these people may have.

Janet Vito -

The Executive Committee has superseded and overstepped their boundaries as a committee. This is not your purpose as a committee for what has been suggested as an Advisory Panel. Now undermining a Board Committee (the Finance Committee) for the work they are doing for their fulfilling their fiduciary duties. Executive Committee seems to have a problem with fulfilling their fiduciary responsibilities. Objects to having an outside entity come in and review another Board Committee.

Asked numerous questions regarding the operation of the panel.

Examples are: How far back is it going? What kind of records will be given out? Will the review be on premises or not? Are copies being made for every single one of these people to review? Are they being mailed out? When is this Advisory Panel meeting? Are these open meetings? You are almost doing an audit on a Board Committee.

Thinks it is unethical, immoral and against the duties of care, obedience and you are not doing the due diligence that a Board member should be doing.

We're not just talking about the first six months of 2010. You are referring back how many years that you've had concerns about the Finance Committee? Discussed operation of the Finance Committee and relation to the Board and the officers.

We had the best of the best as Chair of the Finance Committee who left the Board as a result of the action of some Board members. There are members of this Board that do not want to have certain things presented. The only thing coming before the Board is what requires action out of those (Finance Committee) minutes.

If Finance Committee is spending too much time preparing for a Board meeting, that is not your concern. If any committee member is willing to put the time in to fulfill their responsibilities of their position, it is their decision. It is not the decision of any other Board members or especially the Officers of the Board. To give a negative perception of what the Finance Committee is doing is wrong. The Finance Committee has superceded their responsibilities and is doing an excellent job which you (Board Chair) acknowledged at a Finance Committee Meeting.

Why are they not commended for what they are doing? Rather than being chastised and put down for what they are doing..

Discussed the members of the Financial Advisory Panel and stated that they are not independent and stated that they were involved in setting up what the Finance committee is doing. They were part of the approval of the internal controls and practices and policies that the Finance Committee is following. The Finance Committee is only fulfilling their responsibilities according to what has been approved by the Board.

Apparently what is coming forward is controversial to some Board members. The Committee is concerned when the Treasurer cannot address issues that were presented to him.

Proposed Bylaws - Covered in Committee Report. Present bylaws remain in place.

NEW BUSINESS

Guide Book for Directors of Non-Profit Corporation - After seeing what happened today, we need legal counsel - Suggestion by Tony Bylewski that we need a legal counsel. We should set a budget to retain counsel. We should have a Board attorney on retainer. Another function of the counsel could be peace maker which could be of enormous importance.

Comment that one of the candidates for the Board is Paul Schultz, an attorney.

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

Violet Oldenski - I can't understand how you can put three members on the Finance Advisory Panel who left because they disagreed with the Finance Committee. You need independent people on the Panel.

Ruth Haas - I agree with Violet.

EXECUTIVE SESSION

None.

SPECIAL BUSINESS

None.

ADJOURNMENT - Motion to adjourn at 11:30 am by Edna Scherf.
Second by Roselle LaBruna. Motion approved by unanimous consent.

Next Meeting - October 14, 2010

Jim Blum, Secretary