

CLARENCE SENIOR CITIZENS, INC.

4600 THOMPSON ROAD

CLARENCE, NY 14031

SPECIAL BOARD MEETING

Date: September 2, 2010

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

ROLL CALL

PRESENT: Jim Blum, Tony Bylewski, Jackie Carpenter, Paul Corbelli, Norm Kirchner, Roselle LaBruna, Rosemond Ruhland, Edna Scherf (out 11:30am), Neil Struebing, Bill Westley, Darrell Young.

EXCUSED: Janet Vito

Executive Director: Karla Madrid

Town Board Liaison: Bernie Kolber (9a-10:30a)

PLEDGE OF ALLEGIANCE - Mission Statement - Edna Scherf

CHAIRPERSON'S COMMENTS - Bill Westley

Chair thanked everyone for coming. Chair described how the meeting would be conducted. The proposed bylaws were to be reviewed primarily to get comments from the membership. The review would be section by section with Board comments followed by membership comments as brief as possible followed by Board discussion.

BYLAWS COMMITTEE CHAIR COMMENTS - Tony Bylewski

Committee Chair commented that the Board should not be voting at this meeting. We (the Board) are looking for comments so the Board can take them under consideration. He indicated that when the Board reviewed the bylaws it could be done by section and a simple majority vote could approve each section. Then the whole bylaws document is such a comprehensive revision that it would have to be passed by a 2/3 majority vote of the Board.

The Bylaws Committee Chair reviewed the background as to why the proposed bylaws came into being and what has been done. He stated that the Clarence Town Board wanted a process to allow Center members to directly elect Board of Directors members. The Town did not feel that they should be appointing the members of a separate non-profit corporation. He indicated that an attorney had stated that the bylaws were poorly crafted and there were numerous inconsistencies and recommended that they be re-crafted. He reviewed the process by which the bylaws proposal was developed including input from two attorneys, input from Board members and input from center members. He stated that the Board charged the Committee to re-craft the bylaws with focus on the Policy Governance Model. The Board elected to have the Committee prepare the proposal rather than having an attorney rewrite them.

Sample bylaws were received from attorneys and from other sources. The Committee members researched the numerous bylaws and other sources. The Committee held regular meetings and work sessions to develop a proposal. The CSC Board approved having the bylaws proposal reviewed by an attorney. The goal was to have it published in time to be adopted at the September Board meeting.

BYLAWS PROPOSAL REVIEW

Each section of the proposed bylaws was projected on the television screen for all to view. Board members discussed thoughts and suggestions on each successive section. Members then offered suggestions for each section and there was some dialog between members and Board members on several items.

As time ran short, members were asked to offer input on any other sections and all that was offered was received.

There were no motions considered at this meeting. The Board will take up the bylaws proposal at their next meeting on September 9, 2010.

ADJOURNMENT - Motion to adjourn at 11:40am by Paul Corbelli. Second by Tony Bylewski. Motion approved by unanimous consent.

Next Meeting - September 9, 2010

Jim Blum, Secretary