

**Minutes of the Tuesday, January 31, 2017  
West Midland Family Center Board of Directors Meeting**

Board Members: **R. Brock, B. Bowen, J. Buchanan, Joe Weiler, A. Pankratz, W. Traschen, T. Rashid, C. Stone**

Excused: R. Dishaw, J. Lauderbach, D. Parrillo

Advisors: T. Misner, C. Coons, **B. Schmidt, B. Dostal**, S. Bowen, A. Schmitz,  
B. Dollard, E.J. Herst,

Staff: G. Dorrien, **M. Finney, S. Love, J. Green**

Pankratz called the meeting to order at 7:00 P.M. with C. Stone reading the Mission Statement.

Pankratz called for Public Comments – No one from the public present

Staff Report: Introduction of new board member Carol Stone.

Motion to approve the Minutes of the January 9, 2017 Board Meeting

Motion J. Weiler / 2<sup>nd</sup> J. Buchanan – Motion Approved

**Executive Committee – A. Pankratz, Chair**

- A. Pankratz passed out Board Notebooks that she created, has information that each board member should be familiar with (Mission, Board list, By-Laws, Articles of Incorporation, etc).
- Would like to change the March meeting from March 6<sup>th</sup> to March 13<sup>th</sup>, and begin at 6:00 instead of 7:00, location may be changed – Anne will confirm a place and let everyone know. This will be to meet with the ACE committee that will be working on the WMFC strategic plan.
  - Motion B. Bowen / 2<sup>nd</sup> T. Rashid – Motion Approved
- Approval of the Board Committee's for the 2017 year.
  - Motion J. Weiler / 2<sup>nd</sup> B. Bowen – Motion Approved

**By-Laws / J. Lauderbach, Chair & Nominating Sub-Committee / J. Buchanan, Chair**

- The Resolution & an amendment to the By-Laws was presented:  
**RESOLUTION**

Whereas, West Midland Family Center intends to apply for a Community Facilities Grant from the US Department of Agriculture; and

Whereas, the grant application requires certification of the proper adoption of the Articles of Incorporation and any Amendments thereto; and

Whereas, the grant application also requires certification of the proper adoption of Corporation Bylaws; and

Whereas, the past Minutes of the Board of Directors of West Midland Family Center do not specifically mention approval of any amendments to the Articles of Incorporation or adoption of the current version of the Bylaws.

Therefore it is resolved that:

- The Amendment to the Articles of Incorporation filed with the State of Michigan on October 28, 1982 is ratified and confirmed.
- The Amendment to the Articles of Incorporation filed with the State of Michigan on June 17, 1988 is ratified and confirmed.

- The Amendment to the Articles of Incorporation filed with the State of Michigan on November 27, 1989 is ratified and confirmed.
- The Amendment to the Articles of Incorporation filed with the State of Michigan on May 4, 1995 is ratified and confirmed.
- The Corporation Bylaws are hereby amended as follows:
  - Section 8. Rules for electronic transmissions and remote communications for regular meetings of the Board of Directors, special meetings of the Board of Directors, meetings of the Executive Committee, meetings of any Standing Committee of the Board of Directors, and Special Committees of the Board of Directors.
    - *A. Meeting by telephone or similar equipment.* A director or committee member may participate in a meeting by conference telephone of any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
    - ~~*B. Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, not less than two thirds of the director's consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.~~
  - Motion to approve the By-Laws change without Section 8 – B. Consensus was that this section should be reworded, so that it was not so broad.
    - Motion A. Pankratz / 2<sup>nd</sup> J. Buchanan – Motion Approved
  - J. Lauderbach & J. Weiler will be looking at the By-Laws in detail over the next couple of months to update all sections.
- We started looking at the By-Laws because we are considering a low-interest loan through the USDA that we could use toward the expansion project if needed. Tonight we are asking the Board of Directors to sign that we are interested in considering the loan, this is not you approving the loan or the terms of the loan, only approving that we can move forward in pursuing the loan. If the loan is offered, the board will then be presented the terms and will need to approve.
- If you have not completed the ACE evaluation, please complete as soon as possible so they can compile the results and discuss them at the March 13<sup>th</sup> meeting.
- Dave Parrillo was not at the last meeting to let us know that he was interested in continuing on the Board of Directors, he is interested so we need to approve him continuing on the board.
  - Motion J. Weiler / 2<sup>nd</sup> W. Traschen – Motion Approved

#### **Fundraising Sub-Committee – J. Buchanan, Committee Member**

- Did not meet

#### **Strategic Growth Committee- Dave Parrillo, Chair**

- Did not meet

#### **Investments – B. Dollard, Chair**

- Did not meet

#### **Accounting / Budget Committee – T. Rashid, Chair**

- Did not meet

#### **Dow COP Committee – B. Bowen, Chair**

- Did not meet

#### **Activities Committee – A. Pankratz, Chair**

- Did not meet

**Facilities Committee – B. Bowen, Committee Member**

- Did not meet

**Human Resources Committee C. Stone, Chair**

- Did not meet

**Communications Committee – W. Traschen, Chair**

- Did not meet

**Auxiliary Committee – A. Pankratz & G. Dorrien Co-Chairs**

- Did not meet

**Executive Director’s Report - G. Dorrien**

- Not present at meeting

**Board member, advisor, and staff comments:**

- No comments

Motion to Adjourn J. Weiler / 2<sup>nd</sup> B. Bowen Meeting adjourned at 7:40 pm by Pankratz.

The next meeting is scheduled for **Monday, March 13, 2017** at 6:00 pm. at (location to be determined).

Respectfully submitted,  
Missy Finney