

The Arc of Sedgwick County
Board of Directors Meeting
April 27, 2009

ATTENDEES: Ken Dannenberg, Sean Amore, Julie Wittich, Tom Racunas, Linda McCurry, Deborah Gdisis, Curtis Tatum, Marlene Sanders, Colette Deeds-Conner, Ronda Maass, Kayla Jean Mitchell, Eric Kauffman, Sarah Vaughan

ABSENT: Marge Zakoura-Vaughan, Sue Schmelzer

PRESIDING: Ken Dannenberg, President

STAFF: Kevin Fish, Kristen Phillips, Marty Rothwell

GUESTS:

Call to order

Ken Dannenberg, President, called the Board of Director's meeting to order

I. Self Advocate Report/ED Report

Shawna Fielder read the Self Advocate Report. A copy was available for everyone in attendance.

Kevin had copies of his ED report available for everyone in attendance. He highlighted that the Sedgwick County Developmental Disability Organization (SCDDO) county finance plan is being reviewed. They may look at individual programs areas and assess critical needs. Ken Dannenberg inquired about what cuts may be involved. Kevin responded that before when cuts were made they cut everyone 2% across the board. Chad has no indications at this time what the cuts will be. The first set of cuts the SCDDO absorbed so the cuts were not passed on to the agencies, but they will not be able to absorb another set of cuts.

The Arc's Annual Awards are next week, May 7 @ 6:00 p.m. Scripts are being written for board members to present awards. It is important for us to know if you will be in attendance. Please let Kevin know if you are not able to attend. The Social Committee will be working on desserts.

Annual Membership Meeting is May 18, please plan to be in attendance. On May 31 will be the Board Retreat, here at The Arc with a potluck. This Thursday, April 30 is a board training on evaluating boards. Tomorrow Effie is attending a training on the 990 form.

New steel doors have been ordered, because ours are warped; the pothole in the parking lot has been filled in. Thank you was extended to Sarah Vaughan and her church for the work they did on the scheduled Arc work day.

We have been approved by KDOT for a 21 passenger bus with a wheelchair lift. We pay a 20% match, which we have already set aside. We may still run a mini campaign. Our red van was not replaced by KDOT, but Gail found a Windstar van to replace our red van that we have purchased.

II. Agenda Modifications

Items 3 and 5 were removed from the Agenda.

It was moved by Marlene Sanders and seconded by Colette Deeds-Conner to approve the agenda as amended. Motion carried unanimously.

III. Bylaws and Article changes

Ken reviewed the amended and restated Articles of Incorporation to be presented to the membership for approval

Ken noted the Constitution that we have is not required in the state of Kansas and is a duplicate of the Articles and some areas even conflict with the Articles. It is recommended to remove the Constitution.

Ken reviewed the recommended changes to the bylaws.

1. Proxies will be allowed
2. Quorum will changed from 10% to 20% of membership or 25% of directors in attendance.
3. Remove the number of membership meetings required and change that the Annual Meeting will be called by the Executive Director.
4. Bylaws can be amended by the Board of Directors, but members can override the amendments.
5. Remove absenteeism provision for Board of Directors and instead have the board develop a policy to address absenteeism and tardiness.

The board held discussion.

It was moved by Sean Amore and seconded by Colette Deeds-Conner to approve the recommendations from the governance committee for the amended and restated bylaws, amended and restated Articles of Incorporation, and remove the Constitution. Motion carried unanimously.

IV. Report on Form 990, Return of Organization Exempt from Income Tax

Mike Porter, our auditor, prepares the 990 form. Effie will be attending a training tomorrow to learn more about it and have a better understanding of the form since she came from a for-profit agency.

V. Board Retreat

May 31 at The Arc from 1-5 p.m. We will have a potluck that Linda will organize with the board members. The Arc will provide the meat.

Facilitators

- Melissa Walker from the Hugo Wall School at WSU will be a facilitator.
- Deborah gdisis has also suggested a contact for a facilitator.

Discussion was held on usefulness of a facilitator. Need to make a decision if we'd like to use one. Discussion was held on focus for retreat.

Ken stated that the Executive Committee will get together with Kevin and make a decision.

VI. Endowment Committee Meeting

Kevin and Ken met with the Endowment Committee informing them that the board did not fund any proposals. There were no recommendations by the committee to address any issues or revise the guidelines. The Wichita Community Foundation is willing to meet with the Endowment Committee.

VII. Executive Session

It was moved by Colette Deeds-Conner and seconded by Kayla Jean Mitchell to go into Executive Session at 7:33 p.m.

Secretary Signature

Recorder – Kristen Phillips