



MEETING MINUTES

Central Wisconsin Community Action Council, Inc. Board Meeting Proceedings

Meeting Date: August 27, 2014
Place: CWCAC, Inc. Headquarters
1000 Highway 13
Wisconsin Dells, WI 53965

Board Members:

Present: Lori Djumadi, Sandy Wormet, John Atkinson, Scott Beard, Donna Maly, Muriel Harper, John Wenum, Dave Singer, Charlie Krupa, Renee Greenland, David Moore, and John Earl

Absent: Joy Casperson and Bob McClyman

Unexcused Absence: None

Staff Present: Susan Tucker, Lisa Williams, and Jim Dahlke

Opening

1. Motion was made by David Moore to adopt the agenda. Seconded by John Wenum. Passed unanimously. MOTION CARRIED.

Motion was made by Donna Maly to adopt the June 25, 2014 meeting minutes. Seconded by Lori Djumadi. Passed unanimously. MOTION CARRIED.

After the Pledge of Allegiance, Charlie Krupa asked all to remain standing to observe a moment of silence to honor those men and women serving in our armed forces around the world.

2. Budget & Finance Report

Jim Dahlke presented the Budget & Finance Report including the Balance Sheet from period ending June 30, 2014 which reflected total assets in the amount of \$3,981,038 and liabilities in the amount of \$3,882,781 with total net assets and liabilities at \$7,863,819. He also presented Cash Balances from January through June 2014 compared to the same time in 2013 which reflected an increase in funding due to refunding of the Weatherization and WETAP grants and a decrease in June due to year end of the Weatherization grant. A copy of the Form 990 was distributed for review.

Motion was made by Dave Singer to accept the 2013 Budget & Finance Report of August 27, 2014. Seconded by Sandy Wormet. Passed unanimously. MOTION CARRIED.

3. Committee Reports

a. Ad Hoc Committee

Dave Singer asked board members to review the Ad Hoc Committee Meeting minutes of July 11, 2014. John Earl called the meeting to order and motion passed by unanimous vote approving the agenda and minutes of the June 13, 2014 Ad Hoc Committee meeting minutes. Committee members continued specific review of the current agency by-laws and will present a final draft for full board approval upon completion.

Dave Singer asked board members to review the proposed by-law changes submitted for full board approval in the board meeting packets. After discussion, Charlie mentioned approval of the changes would fall under Action Items on the agenda.

b. PBP Committee

Charlie Krupa asked board members to review the PBP Committee report of July 11, 2014. Charlie Krupa called the meeting to order. Roll call was taken with four members present. Motion passed by unanimous vote approving the agenda and minutes of the June 20, 2014 PBP Committee meeting minutes. Ed presented the Buildings Maintenance & Repairs Report. Kurt Mead updated the committee on Rolan's Senior Village progress. Our Lot 2 senior housing project, Gomoll's Senior Village is on hold until next year. Transfer of the City of Eau Claire Section 8 Housing Choice Voucher Program is progressing well. A house has been purchased in Beaver Dam for the new Women's/Families Shelter and agreement signed with New Beginnings for the new Men's Shelter. Approximately \$10,000 has been raised for the Men's Shelter; however New Beginnings is still discussing fundraising options. Closing of the Glenville Timberwrights loan buy-out (\$215,000 and \$30,000 to be paid back in no later than 8 year) is taking place today. No homeless issues update. The next meeting will be held on August 8, 2014.

Charlie Krupa asked board members to review the PBP Committee report of August 8, 2014. Charlie Krupa called the meeting to order. Roll call was taken with five members present. Motion passed by unanimous vote approving the agenda and minutes of the July 11, 2014 PBP Committee meeting minutes. Ed presented the Buildings Maintenance & Repairs Report. Rolan's Senior Village is progressing well; the minimum age requirement to qualify as an applicant is 55. We will be bidding out Engineering for our Dells Lot 2 project. Chuck Moran gave a presentation on the Jobs & Business Development Program including six businesses currently in process, one of which has already paid back the loan. The City of Eau Claire Section 8 Voucher Program is going well with staff now in place. Fred mentioned there may be potential golf course property for purchase for our next building project in the Village of Necedah. Susan

Tucker gave a presentation on the July Point-In-Time Survey. The next meeting will be held on September 12, 2014.

c. EPF&A Committee

Charlie Krupa asked board members to review the EPF&A Committee report of July 11, 2014. John Earl called the meeting to order and roll call was taken with five members present. Motion passed by unanimous vote approving the agenda and minutes of the June 20, 2014 EPF&A Committee Meeting. No personnel issues to report. Committee members shared positive comments regarding our 2013 WIPFLI Audit. Closing of the Glenville Timberwrights loan buy-out (\$215,000 and \$30,000 to be paid back in no later than 8 years) is taking place today. Viability of the Protective Payee Program is being reviewed. Paperwork is being completed to transfer the mortgage and construction loan for Rolan's Senior Village from Bank of Wisconsin Dells to The Bank of Mauston. Our Lot 2 senior housing project, Gomoll's Senior Village is on hold until next year. Transfer of the City of Eau Claire Section 8 Housing Choice Voucher Program is progressing well. A change in committee meetings times was discussed. The next meeting will be held on August 8, 2014.

Charlie Krupa asked board members to review the EPF&A Committee report of August 8, 2014. John Earl called the meeting to order and roll call was taken with four members present. Motion passed by unanimous vote approving the agenda and minutes of the July 11, 2014 EPF&A Committee Meeting. Fred discussed our Computer & Equipment Use Policy. A local CPA is conducting a review of our Protective Payee Program. Diane Jepson has resigned and is moving to Arkansas. Kari presented the Revenue & Expense Statement and Jim presented the Balance Sheet for period ending June 30, 2014. The money from the Glenville Timberwrights loan buyout has been deposited in the Bank of Mauston. Rolan's Senior Village project funding has been solidified through the Bank of Mauston. Fred is reviewing foreclosed properties in Dodge County for purchase of another home through our Neighborhood Stabilization Program. The City of Eau Claire Section 8 Voucher Program is going well with staff now in place. New Beginnings signed an agreement to rent the property that houses the new Women's/Families Shelter; furnishings are being located. The new Men's Shelter will be located at St. Katherine's convent. With the New Beginnings board now solidified, Fred has resigned his position on their Board of Directors. Board training will take place on Wednesday, September 24th. Fred updated committee members on Representative Paul Ryan's poverty plan discussion. Committee members unanimously approved the resolution which reads, "*WHEREAS:* Central Wisconsin Community Action Council, Inc. administers and manages the Representative Payee Program; and *WHEREAS:* Duties and responsibilities regarding Guardianships, Conservatorships, and Trusts are required to be performed by program staff on behalf of program clients; and *WHEREAS:* Program staff include Jim Dahlke and Diane Jepson; *WHEREAS:* With two signatures required

on all checks, authorized signers include Fred Hebert and Donna Lynch, or either Jim Dahlke, Diane Jepson, or Jeff Housker; *Now there for let it be resolved:* That Central Wisconsin Community Action Council, Inc. Board of Directors approves and authorizes the above named employees to act on behalf of Central Wisconsin Community Action Council, Inc. and clients of the Representative Payee Program regarding their Guardianships, Conservatorships, and/or Trusts." The next meeting will be held on September 12, 2014.

Motion was made by David Moore to accept the Ad Hoc Committee report of July 11, 2014, the PBP Committee reports of July 11, 2014 and August 8, 2014 and the EPF&A Committee reports of July 11, 2014 and August 8, 2014. Seconded by Sandy Wormet. Passed unanimously. MOTION CARRIED.

4. President's Comments

John expressed sincere thanks and appreciation to the board for the cards, gifts, plant, and everything received during his recent surgery.

5. Executive Director's Report

Fred expressed sincere appreciation for the board and the time they volunteer at the agency. He presented information regarding the transfer of the loan funding for Rolan's Senior Village from the Bank of Wisconsin Dells to the Bank of Mauston. We recently received a \$5,000 grant from the WCCU Credit Union in Lake Delton to assist the elderly with accessibility needs so they can stay in their homes. We are requesting approval to purchase a home in Randolph through our Neighborhood Stabilization Program. The WISCAP Executive Directors are sending a letter to Representative Paul Ryan regarding endorsement of his poverty plan discussion. We will be recognizing our board and staff with longevity recognition awards today.

Motion was made by Renee Greenland to accept the Executive Director's report of August 27, 2014. Seconded by Scott Beard. Passed unanimously. MOTION CARRIED.

6. Program Reports

- a. *Weatherization*
- b. *Homeless*
- c. *Hunger Reduction*

Jim Dahlke presented the Weatherization report reflecting the end of the 2013 Weatherization contract. They spent all but \$20,000 of the contract which will be carried over into next year. Total clients served were 278 including 476 audits done and a service goal of 186. To date 204 freezers/refrigerators, 78 furnaces, 76 water heaters, and 57 windows

were installed. Susan Tucker presented the Homeless Unit Report. From January through July of 2014 we have served 327 clients compared to 418 in 2013; and number of hotel vouchers given out was 53 with the cost of motel stays at \$2,657. We continue to be busy with the Project Chance Transitional Housing Program. With no live-in volunteer at the New Beginnings Homeless Shelter during March, April, and May, clients were given motel vouchers. Susan Tucker presented the Hunger Reduction Program Report. She announced Lisa is very busy and spending most of her time on the City of Eau Claire Section "8" Housing Choice Voucher Program. There was a 9% increase in households served in May 2014 over 2013 corresponding with a 31% increase in donated and/or purchased foods and a 59% decrease in USDA commodities. There was a 5% increase in households served in June 2014 over 2013 corresponding with a 44% increase in donated and/or purchased food and a 32% decrease in USDA commodities received. We currently have 172 Section 8 vouchers; we also administer 8 port-ins totaling 180 vouchers over six counties, Adams, Columbia, Jefferson, Marathon, Rusk and Taylor Counties.

Motion was made by Sandy Wormet to accept the Weatherization, Homeless, and Hunger Reduction reports of August 27, 2014. Seconded by Donna Maly. Passed unanimously. MOTION CARRIED.

7. Old Business

None

8. New Business

Motion was made by Charlie Krupa to approve the proposed by-law changes as presented by the Ad Hoc Committee which include:

1. ***Mission Statement (pg 1):*** To provide *opportunities for services* which help low-income individuals and families within our service area achieve self-sufficiency and independence.
2. ***By-Law 1.05 (pg 2):*** The Corporation's fiscal year will be the calendar year January 1st through December 31st. The annual compliance and financial audit will be conducted within 120 days ~~at the end~~ of the end of the fiscal year. ~~No later than April 30th each year.~~
3. ***By-Law 2.11 (pg 4):*** Voting by proxy is not permitted at meetings of the Board of Directors or its committees, *however participation by voice or visual electronic means is permitted at meetings of the Board of Directors or its committees.*
4. ***By-Law 2.12 (pg 4):*** ~~No Director shall solicit or accept directly or indirectly,~~ A Director is prohibited from soliciting or accepting, directly or indirectly, any gift, gratuity, favor, loan, entertainment, or any other thing of significant monetary value from any person or from any employee of any organization if the Director has reason to believe such person or organization: (1) has, or is seeking to obtain a grant, contract, or other business or financial relationship with the Corporation; or (2) conducts programs or activities which are regulated by the corporation; or (3) has interests which may be substantially affected by the performance or non-performance of his/her official duties. This does not preclude the possibility of a Director being employed part-time by the agency pending approval of the Board of Directors.
5. ***By-Law 2.14 (pg 4):*** The sitting Board of Directors shall approve all new elected or appointed board members. ~~at the annual meeting of the Board of Directors held in June.~~

6. By-Law 3.02 (pg 4): In the event that a vacancy occurs in any one of the officer positions, the Board of Directors will immediately fill the vacancy by accepting nominations and voting by ballot *at the next regular board meeting.*
7. By-Law 3.03 (pg 4): ~~No person shall hold the same elected office on the board for more than eight (8) consecutive years.~~
8. By-Law 3.04 (pg 4): *Renumber to 3.03*
9. By-Law 4.03 (pg 5): The Board of Directors shall determine overall program plans and priorities for the Corporation and shall conduct an annual evaluation of progress and performance *for the Corporation. Program planning, implementation, evaluation, and needs assessment will include involvement of low income community residents through public hearings and the tri-annual formal needs assessment process. Inherent in our board composition are representatives of low income individuals and families assuring representation, influence, and direction.*
10. By-Law 4.08 (pg 5): *The Board of Directors shall select the officers of the Board of Directors. at the meeting prior to the annual meeting. At least 30 days prior to the annual meeting, nomination papers will be distributed to those members.."*
11. Revise By-Law 5.01 (pg 6): "There shall be two standing committees which will meet on the same day each month. *[Move to By-Law 5.05 (now 5.04), Letter D: The President shall nominate accept nominations and the Board approve committee members so that equitable representation of counties and membership categories on the committees is maintained to the greatest extent possible.]* To constitute a quorum at any meeting of a committee, there shall be present not less than fifty (50%) percent of the current committee membership. *[Move to By-Law 5.05 (now 5.04), Letter D - In the event a vacancy on a committee occurs, the Board of Directors may elect another member to the committee from the same membership category in which the vacancy occurs.]*
12. By-Law 5.02 (pg 6): ~~Eliminate: "Committee will transact only routine and ordinary business. Any substantial business of the Corporation requires full Board of Directors discussion and approval."~~
13. By-Law 5.03 (now By-Law 5.02 (pg 6)): "Ratification by the Board of Directors of such business as may properly come before, and be acted upon by a committee is not necessary. ~~although the A committee shall report on actions taken at the next regular meeting of the full Board of Directors. The Board of Directors may reverse an action of a committee which it opposed and, if sufficiently opposed to the pattern of decision-making, may vote to change a committee's membership.~~ A committee has authority to make a decision for the full board under extenuating circumstances. *The committee shall report on any necessary actions taken by the committee at the next regular meeting of the full board of directors."*
14. By-Law 5.04 (now By-Law 5.03 (pg 6)): "....monitoring the agency budget, revenues and expenditures; approving recommending the annual budget.."
15. By-Law 5.04 - (now By-Law 5.03) Letter B (pg 6): "A fifth committee member shall be appointed by the Board President. This committee will have at least one member and no more than two members from each of the three board membership categories and no more than two members from the same County."
16. By-Law 5.05, (now By-Law 5.04) (pg 6): - "....the maintenance and management of real estate; buildings, construction, and expansion; reviewing grant proposals; monitoring rental properties, assisting with certain vendor selections; reviewing programs...."
17. By-Law 5.05, (now By-Law 5.04) Letter A (pg 6): - "The committee will consist of at least five (5) members; of which one will be the Vice-President of the full board. ~~And at least four (4) non-elected members.~~ Other members of the committee shall not be elected officers of the board. In addition, the Board President will serve as an Ex-Officio member of the committee."
18. By-Law 5.05, (now By-Law 5.04) Letter B (pg 7): - "~~Committee business will be routinely integrated into the Board agenda and discussed at the full Board meeting. As needed, the committee shall meet at a time and place of its choosing.~~ The committee shall meet as needed at a time and place of its choosing. Committee business will be routinely integrated into the Board agenda and discussed at the full Board meeting."
19. By-Law 5.05, (now By-Law 5.04) Add Letter D (moved from By-Law 5.01) (pg 7): - "The President shall accept nominations and the Board approve committee members so that equitable representation of counties and membership categories on the committees is maintained to the greatest extent possible. In the event a vacancy on a committee

occurs, the Board of Directors may elect another member to the committee from the same membership category in which the vacancy occurs.”

20. By-Law 6.02 (pg 7): - “Motion passed by unanimous vote to make the following change, “...present at the meeting at which the By-Laws are to be acted upon: *notice* Notice of proposed By-Law changes shall be mailed...”

21. By-Law 6.03 (pg 7): - “~~Closed Sessions~~. Meetings of the Board of Directors...”

After discussion, seconded by John Wenum. Passed by unanimous vote.

MOTION CARRIED.

Board members reviewed the resolution which reads, “*WHEREAS*: Central Wisconsin Community Action Council, Inc. participated in the Neighborhood Stabilization Program (NSP), a program funded through and by the American Recovery & Reinvestment Act (ARRA) of 2009; and *WHEREAS*: The intent of the program was neighborhood stabilization, i.e., upgrading and renovation of foreclosed houses by purchase and resale after rehabilitation to income qualified individuals and families; and *WHEREAS*: With an award of \$430,000 as a subcontractee with Renewal Unlimited, CWCAC, Inc. purchased three foreclosed houses located in Beaver Dam, rehabilitated, and sold to qualified buyers leaving a program income balance of \$190,176; and *WHEREAS*: A foreclosure house listed at \$79,000 located at 115 Tamarack Street, Randolph has been identified for purchase and rehabilitation through our Neighborhood Stabilization Program; and *WHEREAS*: An offer has been made on the house in the amount of \$75,000 and is currently in negotiations; *Now there for let it be resolved*: That the Board of Directors of Central WI Community Action Council, Inc. approves the purchase of the foreclosure house located at 115 Tamarack Street, Randolph in an amount no greater than \$77,000 utilizing the Neighborhood Stabilization Program funds; and further *Resolve*, that authority be vested in the Executive Director to sign all closing documents necessary and required.” After discussion, motion was made by Scott Beard to amend the resolution to read “...in an amount no greater than \$77,000 utilizing the Neighborhood Stabilization Program funds...” Seconded by Laurie Djumadi. Motion to approve the resolution with the amendment made by Muriel Harper. Seconded by David Moore. Passed unanimously. MOTION CARRIED.

John Earl offered congratulations and presented the 2014 Employee Longevity Recognition Awards. A certificate and plaque was presented to Georgene Rasmussen for 30 years of service. Certificates were presented to Susan Halbach for 20 years of service, Jason Hultman for 10 years of service, Dan Finup, Bob Walker, George Thompson, Mike Orvis, Adam Faul, Jacob Williams, Jesse Feilbach, Jeff Housker, and Dale Casperson for 5 years of service. A certificate was also presented to board member, Scott Beard, for 10 years of service.

Melanie Tallmadge gave a presentation on her work on the Little Eagle Arts Foundation and the Empty Bowls Project. Community members have the opportunity to make their own clay bowls which will be sold for \$15 each and filled with harvest soup during the Fermentation Fest in Sauk County. Their goal is to supply 1000 bowls with proceeds going to the food pantry.

9. Next Meeting

Wednesday, October 22, 2014 @ 10:00 a.m.

10. Adjourn

Donna Maly made a motion to adjourn. Seconded by John Atkinson. Passed unanimously. MOTION CARRIED.

Signed by:



Fred Hebert, Executive Director

August 29, 2014

Date