



“With A Little Help...”, Inc. Board of Directors Meeting Minutes

**Location: Aurora Hospital Gifford Room, 36500 Aurora Drive, Summit, WI
and Teleconference: 1 (712) 432-1500, Participant Access Code: 894543#
Friday, September 4th at 6:00 pm**

Present:

President: Erica Andres; Vice President: Scott Uhlman; Secretary: Kirsten Nichols; Treasurer & Camp Coordinator: Michael Hlavenka; Additional Board Members: Julie Chaloupka; Tyler Engel; Joseph Fortuna; Jeff “Biff” Martinkoski; Lauren Oftedahl; Kelly Zolinski; Michael Zolinski

Others present: Sara Downs, Lisa Kaufmann, Kim Whitmore, Jenny Chaloupka, Jim Chaloupka, Linda Lee, Mary Kay Lee, Tom Downs, Stephanie Buchholtz, Kathy Johnson, Cheryl Lee, Patti Kies, Donna Palkowski and Guest

Erica Andres called the meeting to order at 6:19. This Special Meeting of the Board of Directors is held after written request was received from WALH members Lisa Kaufmann, Karen Foxgrover, Tom Downs, Stephanie Buchholtz, and Donna Palkowski

President’s Report: Erica Andres

- Thanks given for being elected to the Board of Directors as President
- Concerns addressed:
 - An explanation was given for decision to vote against the date change for WALH summer camp 2015 despite knowledge that her vote would be minority
 - Her reason for voting for the Camp Coordinator prior to other offices was so the eleventh member would eliminate the chance of a tie vote
 - Regarding her recommendations to the Board about whether or not to accept the application of a particular new camper, she did what she believed was best for the organization. The board discussed the issue and came to a different resolution based on what the entire board felt was best for the organization.
- There is additional room for improvement and growth

Secretary’s Report: Minutes from the August 13, 2015 Meeting the Board of Directors was read in part. Full Minutes were available at walh.org more than one week prior to the meeting. No additional report given, tabled until next meeting.

Treasurer’s Report: No report given, tabled until next meeting.

Review of Bylaws relating to Election, Appointment, and Officer Roles:

- Discussion of what occurred regarding the order of the selection of the Camp Coordinator position at the August 13th board meeting. Most everyone in the room asked questions and offered opinions and interpretations. These included:

- Nothing is in the bylaws that specifies order or prevents Camp Coordinator position from being voted on first (Kirsten Nichols)
- Going according to Robert's Rules of Order, officers are elected in order (Linda Lee)
- Article V, Sections 7 and 8 requires the board to appoint the eleventh board seat (Scott Uhlman and Mike Zolinski)
- Kirsten Nichols moved to accept the interpretation of bylaws as of Aug 13, 2015 meeting, allowing Camp Coordinator to be elected in order as it was. Motion was seconded, voted and approved unanimously
- Discussion of occurred regarding whether the Camp Coordinator position according to the bylaws. Most everyone in the room asked questions and offered opinions and interpretations. These included:
 - Camp Coordinator is not an office because of Article VIII Section specifically enumerates offices (Scott Uhlman)
 - Those who have served as Camp Coordinator before understood it not to be an office (Erica Andres)
 - General consensus was that bylaws ought to be reviewed and clarify or amend this definition
 - The eleventh board member should not be allowed to be officer because not voted by general membership (Tom Downs)
 - Recommendation was made that Camp Coordinator not be allowed to hold other office because of appearance/danger of impropriety and abuse
 - General membership feels that their votes don't matter (Patti Kies)
 - Linda Lee read statement from Tom Cuifo (absent) statement in on these issues
 - Mike Zolinski proposes to re-vote for offices, Kirsten Nichols opposes because of bylaw rules about removal of an officer (Article V Sections 3 and 4) do not allow this option
 - Joe Fortuna proposes to clarify bylaws such that Camp Coordinator be an officer position in the future
 - Mike Zolinski moves to accept board as is, Tyler Engel seconds, discussion occurs:
 - Question is posed as to whether Mike Hlavenka wants to resign as treasurer; Mike Hlavenka feels more passionate about remaining treasurer than Camp Coordinator
 - Kim Whitmore asks whether Mike Hlavenka could resign as Camp Coordinator according to bylaws. Kirsten Nichols asks whether any other board members are interested in serving as Camp Coordinator
 - Motion voted and approved unanimously

Review of Conflict at the 2015 Annual Meeting

- Discussion of the incident in the minutes prior to the general membership meeting.
 - Erica Andres explained that the issue began with a factual disagreement about whether to vote for 2015-16 board at the same meeting or whether the next day at lunch because only Tom Downs knew who was on ballot prior to the meeting.
 - Biff Martinkoski read a statement summarizing factual dispute occurring in a board conference call prior to the annual meeting.
 - There was dispute about whether or not Tom Downs used inappropriate language and whether Mike Hlavenka's position was intended or perceived as threatening towards Tom Downs. Members who were present at the incident recalled the scene differently, and many at this meeting were not present at the incident. Mike Hlavenka summarized his experience/actions at annual meeting, Tom Downs stated his.
 - Joe Fortuna said that some board action needs to be taken to decide appropriate action among board members without Mike Hlavenka or Tom Downs present to heal organization

- Kim Whitmore called for Mike Hlavenka and Tom Downs to accept one another's apologies and move on without further rehashing the events
- Sarah Downs, Cheryl Lee, and Stephanie Buchholz stated that due to the degree of Tom Downs's disability, Mike Hlavenka's actions during the conflict should be construed as threatening behavior appropriate for banning Mike Hlavenka from WALH events for one year. At Tom Downs' complaint, a disorderly conduct citation was issued to Mike Hlavenka, which is being contested.
- Kirsten Nichols moved and Scott Uhlman seconded forming an investigation committee headed by Joe Fortuna and Mike Zolinski determine appropriate board action. Motion voted and approved unanimously

Committees

- Kirsten Nichols moves and Kelly Zolinski seconds the formation of a bylaw review and revision committee. Motion voted and approved unanimously
 - Jim Chaloupka is appointed as committee chair. Other members include Kirsten Nichols, Scott Uhlman, Tom Cuifo, and others to be appointed by President
- Scott Uhlman moves to form Advisory committee as outlined in bylaws with Linda Lee as committee chair. Mike Hlavenka seconds Motion voted and approved unanimously
 - Committee will serve to improve continuity, institutional longevity, and feedback for questions the board might have. Chair will report to the board and present report at meetings. Linda Lee will collect names of board members to include members of WALH and other individuals with relevant expertise, including grant writing specialist
- Mike Zolinski moves to form finance committee as outlined in bylaws, Julie Chaloupka seconds. Motion voted and approved unanimously
 - Mike Zolinski, Mike Hlavenka (Treasurer), Mary Kay Lee, and Tom Cuifo will serve as committee members

Old Business

- Carraba's Wine Tasting earned approximately \$6,300 profit after expenses
- Other old business tabled until next meeting.

New Business

- New business tabled until next meeting.

Future Meetings

- Next Board of Director's meeting will be September 20, 2015 at 1:00 p.m. at Aurora Hospital Gifford Room, 36500 Aurora Drive, Summit, WI and Teleconference: 1 (712) 432-1500, Participant Access Code: 894543#

Kirsten Nichols moved to close the meeting at 8:45 p.m., Scott Uhlman seconded. Motion voted and approved unanimously

Respectfully submitted,
Kirsten Nichols, Secretary.