



**SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF SOUTHWEST MICHIGAN
BOARD OF DIRECTORS SPECIAL MEETING
THURSDAY, FEBRUARY 4, 2010
PET RESCUE & ADOPTION CENTER**

BOARD MEMBERS PRESENT: Mike Kounelis, Diane Baker, Sara Singleton, and Pete VanVranken.

HANDOUTS: Agenda, Board Memo dated January 27 from Mike Kounelis Subject Stacy Stulp, February 10 Opinion Letter, SPCA Board Proposed Operations Structure.

The meeting was called to order at 5:00 PM by Vice President, Mike Kounelis.

GENERAL INFORMATION - *Mike Kounelis*

- Mike Kounelis reviewed the February 1, 2010 correspondence provided by Mark E. Kreter from Kreis, Enderle, Hudgins & Borsos. Board members agreed the correspondence was clear, concise, warranted, and helpful.

SIGNATORY RESOLUTION MICHIGAN NATIONAL COMMERCE BANK – *Mike Kounelis*

- Mike Kounelis presented the board with the forms required to remove Jim Di Loreto, former board president, as a signatory and authorize Mike Kounelis, Vice President, as a signatory for the SPCA of Southwest Michigan Capital Campaign account and the Operations account. Motion was made by Diane Baker to accept the new signatory requirements, seconded by Pete VanVranken, and being no further discussion, the motion was unanimously approved.
- Robin Vleugel, Treasurer, is also required to sign the documents but was not present at the meeting. Diane Baker offered to take the documents to her for signature and will witness said signatures. She will then file the originals with Michigan Commerce Bank.

OPERATIONS MANAGER – *Mike Kounelis*

- Members reviewed the memo sent from Mike Kounelis to all board members dated January 27, 2010, subject: Stacy Stulp, regarding her appointment as Operations Manager. The memo is attached to these minutes.
- Members discussed the memo and made the following changes: cell phone reimbursement would not be offered at this time, a phone review would be conducted after 60 days, and a job description is under development at this time. Motion was made by Pete VanVranken to accept the proposed outline with changes and to offer the position to Stacy Stulp. Sara Singleton seconded the motion. There was no further discussion. By unanimous vote the motion carried.
- Stacy Stulp was invited into the meeting and the memo with changes was reviewed with her. She accepted the position of Operations Manager, effective Monday, February 8, 2010.

ORGANIZATIONAL CHART – *Diane Baker*

- Diane Baker indicated that the proposed chart is a revision to the board approved structure. The new format changes the title of Director of Operations to Operations Manager; removes the no longer necessary position of staff manager, corrects the lead under volunteer services to the title volunteer coordinator; adds reception volunteers and open hours. This chart includes names of current staff or volunteers currently fulfilling the roles approved by the board.
- Motion was made by Pete VanVranken to accept the proposed operations structure as presented, seconded by Mike Kounelis, and there being no further discussion, the motion was unanimously approved.

The meeting was adjourned at 6:16 PM.

Minutes Submitted ~ Diane E. Baker, SPCA of SW MI Board Secretary