



**SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF SOUTHWEST MICHIGAN
BOARD OF DIRECTORS MEETING
SUNDAY, FEBRUARY 28, 2010
PET RESCUE & ADOPTION CENTER**

BOARD MEMBERS PRESENT: Mike Kounelis, Robin Vleugel, Diane Baker, Sara Singleton, and Pete VanVranken.
GUEST PRESENT: Eric Arnold

HANDOUTS: Agenda, January 24 Meeting Minutes, February 4 Special Meeting Minutes, 02-28-10 Memo to Board Regarding February and March Fundraising Events, and 02-28-10 Letter from Skillman Corporation Regarding Project Status.

The meeting was called to order at 4:04 PM by Vice President, Mike Kounelis.

APPROVAL OF JANUARY 24, 2010 BOARD MEETING MINUTES – Diane Baker

- Members were given the opportunity to review the January 24 meeting minutes submitted. Mike Kounelis motioned to accept the minutes as submitted, Sara Singleton seconded the motion, members declined discussion, Robin Vleugel abstained, and the motion was approved by the remaining members.

APPROVAL OF FEBRUARY 4, 2010 SPECIAL BOARD MEETING MINUTES – Diane Baker

- Members were given the opportunity to review the February 4 meeting minutes submitted. Mike Kounelis motioned to accept the minutes as submitted, Sara Singleton seconded the motion, members declined discussion, Robin Vleugel abstained, and the motion was approved by the remaining members.

2010 FUNDRAISING/MARKETING EVENT SCHEDULE – Mike Kounelis

- Mike Kounelis reviewed the 02-28-10 Memo to the Board of Directors outlining projected fundraisers for the months of February and March.
- The Home Builders Association is working to allow the Pet Rescue and Adoption Center to be part of the Parade of Homes. More information will be provided as it becomes available.

GRAND OPENING CEREMONY – Mike Kounelis

- The Grand Opening is scheduled for March 9, 2010 beginning with a ribbon cutting ceremony at 11:00 AM. Board members should be there early if possible.

WOOFSTOCK UPDATE – Mike Kounelis

- Mike Kounelis reported that Pfizer has indicated that they will be a 2010 sponsor. It is the intention of the committee to collect sponsorship dollars before the actual event. In some cases partial dollars will be collected now with the balance due in June.
- Positive cost-cutting measures are all ready underway such as a reduction in the cost of insurance to cover the event. In 2009, insurance cost \$6000. For 2010 the same insurance will be provided for approximately \$1900.
- Robin Vleugel requested that a budget be submitted to Treasury for cash flow purposes. Mike Kounelis indicated a comprehensive budget was provided and approved by the board during the December board meeting.
- Robin questioned costs associated with the Texas Hold'em Tournament. Sara Singleton indicated there were no upfront costs. She also explained financial arrangement and gains to be expected. Sara will pass on the "bill" to Robin after the conclusion of the tournament.
- Robin stated that all fundraising activities must be board approved and that the fundraising committee should provide a proposed budget for board approval.
- Robin questioned the resolution to Woofstock 2009 with Vicki VandenBerg. Mike Kounelis stated that none of her equipment is being used for 2010. Vicki refused to sign the offer prepared by Jim Di Loreto and Robin Vleugel in December 2009. She has not submitted any bills to the SPCA for expenses or reimbursement, etc.

NON-AGENDA ITEM – Robin Vleugel

- Robin Vleugel brought the following to the attention of the board: The Skillman Corporation was paid an additional month

of fee toward the construction contract without the express approval of the board. Mike Kounelis explained that this was an amendment to the contract for an additional month of service. Mike indicated that the amendment was reviewed and correspondence provided to then President, Jim Di Loreto, in October 2009. The amount was within the budget allowance for the project approved by the previous board of directors. Members discussed the situation and Pete VanVranken motioned to approve the authorization for Skillman Corporation Amendment #1 dated October 1, 2009. Diane Baker seconded the motion. A roll call vote was taken: Robin Vleugel – no, Diane Baker – yes, Pete VanVranken – yes, Sara Singleton – yes. Mike Kounelis recued himself. Pete VanVranken signed the amendment and Mike will provide a copy to Treasury.

BOARD CANDIDATES – Mike Kounelis

- Mike Kounelis reviewed the process by which the board candidates' information was received.
- Mike shared details of the meeting he, Diane Baker, and Sara Singleton had with Olivia Keuten. All three members were in favor of her appointment. She was originally approached by Jim Di Loreto and her appointment was held up by his resignation. Robin Vleugel indicated that she wished to speak to Olivia before the board voted. Diane Baker made a motion to approve the appointment of Olivia Keuten to a member at large position via email after Robin Vleugel had the opportunity to speak to her. Mike Kounelis seconded, there being no further discussion, Robin Vleugel abstained, and the motion was approved by the remaining members.
- Ellen Leithold was asked to join the board and gave an overview of her credentials and desire to serve on the board.
- Diane Baker indicated that she had spoken to Mike Kounelis and that he was amenable to taking over the role of Board President. Diane motioned to appoint Mike Kounelis President of the SPCA of SW MI. Pete VanVranken seconded the motion. There being no further discussion a roll call vote was taken. Diane Baker – yes, Robin Vleugel – no, Pete VanVranken – yes, Sara Singleton – yes, Mike Kounelis – recued himself. The motion carried.
- Mike Kounelis motioned to appoint Ellen Leithold as Vice President of the SPCA of SW MI, Sara Singleton seconded, there being no further discussion a roll call vote was taken. Diane Baker – yes, Robin Vleugel – yes, Pete VanVranken – yes, Sara Singleton – yes, Mike Kounelis – yes. The motion carried unanimously.

FINANCIAL UPDATE – Robin Vleugel

- Before giving any of the reports requested, Robin Vleugel submitted her letter of resignation that is attached to these minutes.
- There being no further impediment to the appointment of Olivia Keuten; Diane Baker motioned to appoint Olivia as Board Member at Large, Pete VanVranken seconded, there being no further discussion, members voted unanimously to approve the motion.
- Members discussed immediate concerns. If necessary, Sara Singleton volunteered to help with payroll (her recent employment at Parker was doing payroll). Mike Kounelis will handle removing Robin Vleugel from bank accounts. Vice President Leithold will be added as the second signatory.

OPERATIONS – Mike Kounelis

- Mike Kounelis reviewed board member operation assignments:
 - ✓ Pete VanVranken – Shelter Food Program, Medical Review and Assistance
 - ✓ Mike Kounelis – Facility and Staff Labor
 - ✓ Diane Baker – Volunteer Coordination, Employee Manual (drug policy concerns were discussed)
 - ✓ Sara Singleton – Financial

OTHER – Members

- The vaccination policy was discussed. Members agreed this needs to be implemented as soon as possible. Mike will work with Olivia to get the contract changed. Once printed, meetings will be established to review with adoption counselors. Pete VanVranken will share policy and contract with area veterinarians to alleviate their current concerns.
- The next meeting was set for Thursday, March 25, 2010, 5:00 PM at the Pet Rescue and Adoption Center.

The meeting was adjourned at 6:16 PM.

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